

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

ATTORNEY MONTHLY FEE STATEMENT COVER SHEET
FOR THE PERIOD FEBRUARY 1, 2023 THROUGH FEBRUARY 28, 2023

In re BlockFi Inc., *et al.*¹

Applicant: Haynes and Boone, LLP

Case No. 22-19361 (MBK)

Client: Debtors and Debtors in Possession

Chapter 11

Case Filed: November 28, 2022

COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION
UNDER PENALTY OF PERJURY PURSUANT TO 28 U.S.C. § 1746.

RETENTION ORDER ATTACHED.

/s/ Richard S. Kanowitz 3/24/2023
RICHARD S. KANOWITZ Date

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: BlockFi Inc. (0015); BlockFi Trading LLC (2487); BlockFi Lending LLC (5017); BlockFi Wallet LLC (3231); BlockFi Ventures LLC (9937); BlockFi International Ltd. (N/A); BlockFi Investment Products LLC (2422); BlockFi Services, Inc. (5965) and BlockFi Lending II LLC (0154). The location of the Debtors' service address is 201 Montgomery Street, Suite 263, Jersey City, NJ 07302.

<p style="text-align: center;">SECTION I FEE SUMMARY</p>
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Summary of Amounts Requested for the Period
February 1, 2023 through February 28, 2023 (the “Compensation Period”)

Fee Total	\$1,241,526.00
Less: 10% Agreed Discount	<u>\$124,152.60</u>
Total Fees Requested	\$1,117,373.40
Disbursements Total	<u>\$12,572.47</u>
Total Fees Plus Disbursements	\$1,129,945.87

Summary of Amounts Requested for Previous Periods

Total Previous Fees and Expenses Requested:	\$3,268,345.82
Total Fees and Expenses Allowed to Date:	\$0.00
Total Retainer Remaining:	\$750,000.00
Total Holdback:	\$645,298.77
Total Received by Applicant:	\$2,623,047.05

Name of Professional and Title	Year Admitted	Hours	Rate	Fee
Richard D. Anigian Partner	1985	72.4	\$1,200.00	\$86,880.00
Nick Bunch Partner	2005	1.2	\$900.00	\$1,080.00
David Clark Partner	2010	0.8	\$850.00	\$680.00
Eli Columbus Partner	2000	7.4	\$1,050.00	\$7,770.00
Mark Erickson Partner	1982	0.4	\$1,050.00	\$420.00
Matt Ferris Partner	2004	156.4	\$1,000.00	\$156,400.00
Matthew Frankle Partner	2000	89.9	\$1,150.00	\$103,385.00
Michael Freeman Partner	2004	10.6	\$1,000.00	\$10,600.00
Kurt Gottschall Partner	1995	5.3	\$925.00	\$4,902.50
Alexander Grishman Partner	2006	52.4	\$1,075.00	\$56,330.00
Erin Hennessy Partner	1996	3.6	\$1,000.00	\$3,600.00
Charlie M. Jones Partner	2008	32.6	\$1,000.00	\$32,600.00
Richard Kanowitz Partner	1992	186.8	\$1,400.00	\$261,520.00
Kenric D. Kattner Partner	1988	1.0	\$1,525.00	\$1,525.00
Sam Lichtman Partner	2000	0.3	\$1,450.00	\$435.00
J. Frasher Murphy Partner	1999	45.1	\$1,100.00	\$49,610.00
Don Shiman Partner	2012	1.5	\$1,150.00	\$1,725.00
Leslie C. Thorne Partner	2004	6.6	\$1,100.00	\$7,260.00
Susan Wetzel Partner	1997	0.2	\$1,200.00	\$240.00
Jeffrey L. Curtis Counsel	1988	1.8	\$800.00	\$1,440.00
Kourtney Lyda Counsel	1999	9.1	\$1,050.00	\$9,555.00

Name of Professional and Title	Year Admitted	Hours	Rate	Fee
Ryan Paulsen Counsel	2007	32.6	\$850.00	\$27,710.00
Jarom Yates Counsel	2009	28.5	\$950.00	\$27,075.00
Kenneth K. Bezozo Senior Counsel	1980	1.0	\$1,500.00	\$1,500.00
Annie Allison Associate	2014	7.8	\$800.00	\$6,240.00
Emilie Battipede Associate	2018	8.4	\$775.00	\$6,510.00
Aishlinn Bottini Associate	2018	0.9	\$795.00	\$715.50
Ben Breckler Associate	2020	7.2	\$680.00	\$4,896.00
Jordan Chavez Associate	2018	108.0	\$775.00	\$83,700.00
Katie Eissenstat Associate	2016	1.9	\$680.00	\$1,292.00
Chance Fletcher Associate	2021	2.6	\$630.00	\$1,638.00
Matt Howes Associate	2013	51.6	\$840.00	\$43,344.00
Alexandria Larkin Associate	2015	11.6	\$900.00	\$10,440.00
Chelsea Leitch Associate	2014	2.4	\$900.00	\$2,160.00
Sam Mallick Associate	2018	14.2	\$775.00	\$11,005.00
Alicia Pitts Associate	2019	53.9	\$730.00	\$39,347.00
Marco Pulido Associate	2015	2.2	\$795.00	\$1,749.00
Re’Necia Sherald Associate	2020	50.7	\$630.00	\$31,941.00
Brian Singleterry Associate	2015	93.0	\$730.00	\$67,890.00
David Staab Associate	2014	2.1	\$900.00	\$1,890.00
Tom Zavala Associate	2019	75.7	\$730.00	\$55,261.00
Pandeli Mano Paralegal	N/A	0.5	\$450.00	\$225.00
Kim Morzak Paralegal	N/A	27.9	\$525.00	\$14,647.50

Name of Professional and Title	Year Admitted	Hours	Rate	Fee
Ken Rusinko Paralegal	N/A	4.3	\$525.00	\$2,257.50
Tiffany Thrasher Paralegal	N/A	0.3	\$450.00	\$135.00
TOTALS		1,274.70		\$1,241,526.00

**SECTION II
SUMMARY OF SERVICES**

Services Rendered	Hours	Fees
Asset Analysis	199.0	\$198,911.50
Bid Procedures & Sale Process	133.0	\$140,236.50
Avoidance Actions	3.3	\$4,200.00
Business Operations	24.9	\$23,713.50
Case Administration	22.7	\$18,787.00
Claims Administration & Objections	16.5	\$16,148.50
Employee Issues & Related Matters	1.4	\$1,397.50
Fee/Employment Applications	61.6	\$53,132.50
Fee/Employment Objections	0.0	\$0.00
Financing	0.0	\$0.00
Contested Matters	77.1	\$67,559.50
Meetings of Creditors	0.0	\$0.00
Plan & Disclosure Statement	5.1	\$7,140.00
Relief from Stay Proceedings	0.0	\$0.00
General Litigation	22.7	\$20,163.50
Hearings and Court Matters	5.4	\$3,642.50
BlockFi Client Issues	0.9	\$1,080.00
Insurance & Surety Matters	5.5	\$5,302.50
SOFAs and Schedules	4.5	\$4,050.00
Emergent Proceedings	276.3	\$254,524.00
Tax Matters	3.8	\$4,317.50
FTX/Alameda Proceedings	28.1	\$37,460.00
Travel Time	0.0	\$0.00
International Issues	34.5	\$40,880.00
Executory Contracts & Unexpired Leases	0.2	\$155.00
Discovery	58.8	\$58,090.00
Corporate Governance/Securities/Board Matters	17.5	\$23,052.50
Preparation of Motions, Applications & Other Pleadings	115.4	\$98,912.00
Real Estate Issues	0.0	\$0.00
Reporting	2.6	\$2,765.00
Communications with Creditors	66.1	\$66,183.00
Trademark Issues	13.3	\$11,132.00
Core Scientific Issues	74.5	\$78,590.00
SERVICES TOTALS		\$1,241,526.00
Less: 10% Agreed Discount		(\$124,152.60)
TOTAL REQUESTED FEES	1,274.70	\$1,117,373.40

**SECTION III
SUMMARY OF DISBURSEMENTS**

Disbursements	Amount
Federal Express	\$28.31
Filing Fee Expense	\$25.26
Lexis	\$690.77
Other Expense (CT Lien Solutions/CT Corporation Systems)	\$268.90
Pacer Service Center	\$12.00
Transcripts and Tapes of Hearings	\$121.00
Westlaw	\$11,426.23
DISBURSEMENTS TOTAL	\$12,572.47

**SECTION IV
CASE HISTORY**

- (1) Date cases filed: November 28, 2022
- (2) Chapter under which case commenced: Chapter 11
- (3) Date of retention: January 25, 2023, *nunc pro tunc* to November 28, 2022. See **Exhibit A**.

If limit on number of hours or other limitations to retention, set forth: n/a
- (4) Summarize in brief the benefits to the estate and attach supplements as needed:²
 - (a) The Applicant prepared and filed several routine bankruptcy motions along with Debtor and industry-specific motions, such as those regarding crypto-specific claims procedures and the return of certain post-pause payments held by a third party servicer.
 - (b) The Applicant continued prosecuting and negotiating certain contested matters against Emergent and other parties related to the adversary proceeding pending in this Court – *In re BlockFi Inc., et al., v. Emergent Fidelity Technologies Ltd. et al.*, Case No. 22-01382 and the FTX and Emergent chapter 11 cases pending in Delaware.
 - (c) The Applicant continued coordination with the Department of Justice with respect to the shares at issue in the above-referenced adversary proceeding and FTX/Emergent chapter 11 cases.
 - (d) The Applicant continued prosecuting and negotiating certain contested matters against Core Scientific in Core’s pending chapter 11 case in the USBC:SDTX-22-90341.
 - (e) The Applicant assisted the Debtors and the Applicant’s co-counsel with the marketing process for each of Debtors’ major asset packages, including their self-mining assets and customer platform.
 - (f) The Applicant continued coordination with the joint provisional liquidators of BlockFi International and its counsel in connection with that company’s wind up petition pending in the Supreme Court of Bermuda and the sale process pending in this Court.

² The following summary is intended to highlight the general categories of services the Applicant rendered on behalf of the Debtors and for the benefit of the estates; it is not intended to itemize each and every professional service which the Applicant performed.

- (g) The Applicant negotiated with multiple governmental agencies, including the Department of Justice and state authorities, on the Debtors' regulatory requirements for continued operations, including the government's seizure warrants and licensing requirements.
- (h) The Applicant assisted the Debtors with conducting an extensive analysis of estate claims and causes of action and analyzed intercompany claims between Debtor entities.
- (i) The Applicant negotiated with various constituents, including, in several instances, the Office of the United States Trustee and counsel to the Official Committee of Unsecured Creditors (the "Committee") and Ad Hoc Group of Wallet Account Holders ("Ad Hoc Group"), in connection with the relief requested, and has been able to reach consensual resolutions of most matters presented to the Court during the Compensation Period.
- (j) The Applicant participated in numerous and extensive formal and informal negotiations and discussions with the Debtors' other advisors, vendors, the Committee and Ad Hoc Group, and other parties in interest, including the Department of Justice, relating to the Debtors' Chapter 11 Cases and with regard to matters concerning the administration of the Debtors' estates, including but not limited to certain of the contested matters indicated herein.
- (k) The Applicant maintained extensive communication with the Debtors' large client base to answer inquiries related to the Chapter 11 Cases and claims process.
- (l) The Applicant rendered all other services set forth on the invoices attached hereto as **Exhibit B**.³

³ The invoices attached hereto as Exhibit B contain detailed descriptions of the services rendered and expenses incurred by the Applicant during the Compensation Period. These invoices have been redacted to protect attorney-client privileged communications, descriptions of attorney research, and attorney-created materials under the work-product doctrine.

- (5) Anticipated distribution to creditors:
 - (a) Administration expense: Unknown at this time.
 - (b) Secured creditors: Unknown at this time.
 - (c) Priority creditors: Unknown at this time.
 - (d) General unsecured creditors: Unknown at this time.
- (6) Final disposition of case and percentage of dividend paid to creditors: This is the third monthly fee statement. Final dividend percentages are unknown at this time.

Exhibit A

Retention Order



Order Filed on January 24, 2023
by Clerk
U.S. Bankruptcy Court
District of New Jersey

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

Caption in Compliance with D.N.J. LBR 9004-1(b)

COLE SCHOTZ P.C.

Michael D. Sirota, Esq. (NJ Bar No. 014321986)
Warren A. Usatine, Esq. (NJ Bar No. 025881995)
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HAYNES AND BOONE, LLP

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richard.kanowitz@haynesboone.com
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Proposed Attorneys for Debtors and Debtors in Possession

In re:

BLOCKFI INC., *et al.*,

Debtors.¹

Chapter 11
Case No. 22-19361 (MBK)
(Jointly Administered)

**ORDER APPROVING THE EMPLOYMENT AND RETENTION OF HAYNES
AND BOONE, LLP AS BANKRUPTCY CO-COUNSEL FOR THE DEBTORS
AND DEBTORS IN POSSESSION EFFECTIVE AS OF THE PETITION DATE**

The relief set forth on the following pages, numbered two (2) through seven (7) is

ORDERED.

DATED: January 24, 2023

A handwritten signature in black ink, appearing to read "Michael B. Kaplan".
Honorable Michael B. Kaplan
United States Bankruptcy Judge

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Debtors: BlockFi Inc.

Case No. 22-19361(MBK)

Caption of Order: ORDER APPROVING THE EMPLOYMENT AND RETENTION OF HAYNES AND BOONE, LLP AS BANKRUPTCY CO-COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF THE PETITION DATE

Upon consideration of the application (the “Application”)¹ of BlockFi Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned Chapter 11 Cases (collectively, the “Debtors”), pursuant to sections 327(a), 329, and 330 of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, authorizing the Debtors to employ and retain Haynes and Boone, LLP (“Haynes and Boone”) as their bankruptcy co-counsel in these proceedings effective as of the Petition Date; and the Court having jurisdiction to decide the Application and the relief requested therein in accordance with 28. U.S.C. §§ 157 and 1334 and the Standing Order of Reference to the Bankruptcy Court Under Title 11 of the United States District Court for the District of New Jersey, dated September 18, 2012 (Simandle, C.J.); and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Application having been given as provided in the Application, and such notice having been adequate and appropriate under the circumstances; and it appearing that no other or further notice of the Application need be provided; and upon the Declarations of Richard Kanowitz, Esq. and Zachary Prince in support thereof; and the Court being satisfied that Haynes and Boone does not hold or represent any interest adverse to the Debtors, their estates, or their creditors, and is a disinterested person within the meaning of sections 327 and 101(14) of the Bankruptcy Code, and that said employment would be in the best interest of the Debtors and their respective estates, and that the legal and factual bases set forth in the Application establish just

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

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Debtors: BlockFi Inc.

Case No. 22-19361(MBK)

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cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is **GRANTED** to the extent set forth herein.
2. In accordance with sections 327(a), 329, and 330 of the Bankruptcy Code, the Debtors are hereby authorized and empowered to employ and retain Haynes and Boone as their bankruptcy co-counsel in these Chapter 11 Cases effective as of the Petition Date.
3. Any and all compensation to be paid to Haynes and Boone for services rendered on the Debtors' behalf shall be fixed by application to this Court in accordance with sections 330 and 331 of the Bankruptcy Code, such Federal Rules and Local Rules as may then be applicable, and any orders entered in these cases governing the compensation and reimbursement of professionals for services rendered and charges and disbursements incurred. Haynes and Boone also shall make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013 (the "U.S. Trustee Guidelines"), both in connection with the Application and the interim and final fee applications to be filed by Haynes and Boone in the Chapter 11 Cases.
4. The Debtors are authorized to take all actions necessary to carry out this Order.

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Debtors: BlockFi Inc.

Case No. 22-19361(MBK)

Caption of Order: ORDER APPROVING THE EMPLOYMENT AND RETENTION OF HAYNES AND BOONE, LLP AS BANKRUPTCY CO-COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF THE PETITION DATE

5. In order to avoid any duplication of effort and provide services to the Debtors in the most efficient and cost-effective manner, Haynes and Boone shall coordinate with Cole Schotz, P.C., Kirkland & Ellis LLP, Kirkland & Ellis International LLP, and any additional firms the Debtors retain regarding their respective responsibilities in these Chapter 11 Cases. As such, Haynes and Boone shall use its best efforts to avoid duplication of services provided by any of the Debtors' other retained professionals in these Chapter 11 Cases.

6. Prior to applying any increases in its hourly rates beyond the rates set forth in the Application, Haynes and Boone shall provide ten (10) business days' prior notice of any such increases to the Debtors, the United States Trustee, and any official committee appointed in the Debtors' Chapter 11 Cases, which shall set forth the requested rate increase and explain the basis for the requested rate increase, and shall file such notice with the Court. All parties-in-interest retain all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

7. Haynes and Boone (i) shall only bill 50% for non-working travel; (ii) shall not seek the reimbursement of any fees or costs, including attorney fees and costs, arising from the defense of any of Haynes and Boone's fee applications in this case; (iii) shall use billing and expense categories that include those set forth in the US Trustee Guidelines (Exhibit D-1 "Summary of Compensation Requested by Project Category"); and (iv) shall provide any and all monthly fee

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Debtors: BlockFi Inc.

Case No. 22-19361(MBK)

Caption of Order: ORDER APPROVING THE EMPLOYMENT AND RETENTION OF HAYNES AND BOONE, LLP AS BANKRUPTCY CO-COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF THE PETITION DATE

statements, interim fee applications, and final fee applications in “LEDES” format to the United States Trustee.

8. Upon entry of a Final Order on the Motion to Redact all Personally Identifiable Information [Docket No. 4] (the “Redaction Motion”), Haynes and Boone will disclose the information that the Court orders to be unredacted, if any, through a supplemental declaration. Further, if the Court denies the Motion to Seal Confidential Transaction Parties on the Retention Applications [Docket No. 127], Haynes and Boone will, through a supplemental declaration, disclose the identities of all counterparties that were filed under seal, and the connections of Haynes and Boone to such potential counterparties.

9. Notwithstanding anything in the Application or the Kanowitz Declarations to the contrary, Haynes and Boone shall seek reimbursement from the Debtors’ estates for its engagement-related expenses at the firm’s actual cost paid.

10. Notwithstanding anything in the Application and the Kanowitz Declarations to the contrary, Haynes and Boone shall (i) to the extent that Haynes and Boone uses the services of independent contractors (collectively, the “Contractors”) in these cases, pass through the cost of such Contractors at the same rate that Haynes and Boone pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflicts checks as required for Haynes and Boone; (iv) file with the Court such disclosures required by Bankruptcy Rule 2014; and (v) attach any such Contractor invoices to its monthly fee statements, interim fee applications and/or final fee applications filed in these Chapter 11 Cases.

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Debtors: BlockFi Inc.

Case No. 22-19361(MBK)

Caption of Order: ORDER APPROVING THE EMPLOYMENT AND RETENTION OF HAYNES AND BOONE, LLP AS BANKRUPTCY CO-COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF THE PETITION DATE

11. Notwithstanding anything in the Application and Kanowitz Declarations to the contrary, all parties-in-interest reserve the right to object to any application for the payment of pre-petition fees to the extent those fees are not specifically related to the preparation and the filing of the Debtors' Chapter 11 Cases.

12. No agreement or understanding exists between Haynes and Boone and any other person, other than as permitted by Bankruptcy Code section 504, to share compensation received for services rendered in connection with these Chapter 11 Cases, nor shall Haynes and Boone share or agree to share compensation received for services rendered in connection with these Chapter 11 Cases with any other person other than as permitted by Bankruptcy Code section 504.

13. Notwithstanding anything to the contrary in the November 11, 2022 retainer agreement by and between the Debtors and Haynes and Boone, the \$750,000 retainer balance as of the petition date is a security retainer and may be held during the Chapter 11 Cases and applied upon order of the Court after approval of a final fee application.

14. Notwithstanding anything to the contrary in the November 11, 2022 retainer agreement by and between the Debtors and Haynes and Boone, during the pendency of these Chapter 11 Cases, any reference to arbitration shall not be applicable. The Court shall have exclusive jurisdiction over Haynes and Boone's engagement during the pendency of these Chapter 11 Cases.

15. Notwithstanding anything to the contrary in the November 11, 2022 retainer agreement by and between the Debtors and Haynes and Boone, during the pendency of these

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Debtors: BlockFi Inc.

Case No. 22-19361(MBK)

Caption of Order: ORDER APPROVING THE EMPLOYMENT AND RETENTION OF HAYNES AND BOONE, LLP AS BANKRUPTCY CO-COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF THE PETITION DATE

Chapter 11 Cases, termination of Haynes and Boone will only be allowed upon entry of an Order by the Court.

16. The Debtors are authorized to take all actions necessary to carry out this Order.

17. To the extent the Application, the Kanowitz Declarations, or any engagement agreement pertaining to this retention is inconsistent with this Order, the terms of this Order shall govern.

18. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Exhibit B

February 1, 2023 – February 28, 2023 Invoices

HAYNES BOONE

Invoice Number: 21580700
Invoice Date: March 22, 2023
Matter Name: Asset Analysis
Client/Matter Number: 0063320.00002
Billing Attorney: Alexander Grishman

BlockFi, Inc.
Flori Marquez
115 Broadway
11th Floor
New York, NY 10006

REMITTANCE PAGE

For Professional Services Through February 28, 2023

Total Fees	\$198,911.50
Adjustment (10% Discount)	\$ (19,891.15)
Total Adjusted Fees	\$179,020.35
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$179,020.35
Total Invoice Balance Due	USD \$179,020.35

Haynes and Boone, LLP Tax Identification No: 75-1312888

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **111-000-025** Operating Account No.: **018-08-3729-4**

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **0260-0959-3** Operating Account No.: **018-08-3729-4**
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number **21580700** • Client Number **0063320.00002** • Attorney **Alexander Grishman**

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21580700
Matter Name: Asset Analysis
Client/Matter Number: 0063320.00002
Billing Attorney: Alexander Grishman

March 22, 2023
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For Professional Services Through February 28, 2023

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/01/23	Matt Ferris	Attention to matters regarding [REDACTED] (.2); correspond with Walkers team regarding same (.2).	0.40
02/01/23	Matt Ferris	Review and consideration of status and next steps with respect to pending and anticipated loan collection/enforcement actions (.8); development of strategy with respect to same and correspond with BlockFi team regarding same (.7).	1.50
02/01/23	Matthew Frankle	Call with [REDACTED] counsel to discuss recovery efforts.	0.50
02/01/23	Matthew Frankle	Research on 9-620 and discussion with M. Howes on same regarding strict foreclosure agreements.	0.30
02/01/23	Matthew Frankle	Discussion with M. Howes on [REDACTED] termination agreement.	0.20
02/01/23	Matthew Frankle	Discussions and advice to BlockFi on performing loan and procedure to sell or accelerate.	0.50
02/01/23	Matthew Frankle	Call with BlockFi and Schjodt to discuss collection and settlement of [REDACTED] (.5) and recovery efforts regarding [REDACTED] (.5).	1.00
02/01/23	Matthew Frankle	Advice to BlockFi on [REDACTED] loan and potential ETH exposure.	0.30
02/01/23	Alexander Grishman	Review Moelis analysis on Wallet assets and transfers (1.0); Draft email to M. Renzi regarding additional data request (.5); discuss arguments for release of Wallet assets (.7).	2.20
02/01/23	Matt Howes	Conference call with Norwegian counsel (Schjodt) to discuss updates to [REDACTED] mining loan enforcement.	1.00
02/01/23	Matt Howes	Review of UCC foreclosure requirements and safe harbors.	1.00
02/01/23	Matt Howes	Conference call with Norwegian counsel for [REDACTED] to review factual basis for claims against [REDACTED] and parent(s).	0.40
02/01/23	Matt Howes	Review [REDACTED] documentation and correspondence with counsel for [REDACTED].	0.50
02/01/23	Richard Kanowitz	Review and analyze materials for recovery of fees and expenses from [REDACTED] in connection with termination of [REDACTED].	0.40
02/01/23	Richard Kanowitz	Review and analyze BRG presentation on inter-company receivables for BlockFi, Inc., BlockFi Lending and BlockFi International, including allocation of pre and post petition expenses.	1.20

Invoice Number: 21580700
Matter Name: Asset Analysis
Client/Matter Number: 0063320.00002
Billing Attorney: Alexander Grishman

March 22, 2023
Page 3 of 15

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/02/23	Matt Ferris	Review BVI approvals of [REDACTED] settlement agreement and correspond with Walkers team regarding next steps (.3); review and comment on form of loan collection complaint (1.0); review and consideration of status and next steps with respect to pending and anticipated loan collection/enforcement actions (.8).	2.10
02/02/23	Matthew Frankle	Review of participation agreement and underlying loan documentation regarding revenue share allocation and analysis of repayment obligations.	0.70
02/02/23	Matthew Frankle	Call with Haynes and Boone team, BlockFi and BRG regarding Core Scientific recovery.	0.80
02/02/23	Matthew Frankle	Institutional loan call update with BlockFi team.	0.50
02/02/23	Matthew Frankle	Review of [REDACTED] schedule of collateral regarding [REDACTED]	0.20
02/02/23	Matthew Frankle	Analysis and review of letters of credit regarding pledge to support contingent obligation.	0.60
02/02/23	Matthew Frankle	Advice to BlockFi regarding [REDACTED].	0.40
02/02/23	Matt Howes	Review terms and conditions of [REDACTED] in response to Moelis diligence requests.	1.70
02/02/23	Matt Howes	Weekly conference call with BlockFi team to discuss status of mining loan enforcement.	1.00
02/02/23	Matt Howes	Draft notice to Compute North of [REDACTED].	0.60
02/02/23	Richard Kanowitz	Review and respond to emails from BRG concerning intercompany receivables for BlockFi, Inc., BlockFi Lending and BlockFi International, including allocation of pre and post petition expenses.	0.60
02/02/23	Tom Zavala	Develop tracker regarding status of institutional and mining loan portfolio and discuss same with M. Ferris.	0.40
02/03/23	Matt Ferris	Review and comment on revised drafts of loan settlement agreements.	0.30
02/03/23	Matthew Frankle	Responses on [REDACTED] settlement and document production.	0.30
02/03/23	Tom Zavala	Develop tracker regarding status of institutional and mining loan portfolio and discuss same with M. Ferris.	1.30
02/04/23	Richard Kanowitz	Review and respond to emails concerning regulatory entities inquiries on [REDACTED] settlement and recovery.	0.30
02/04/23	Jarom J Yates	Research and analyze various issues relating to credit agreement sales and amendments (4.3); participate in call with Moelis and legal teams to discuss loan sale and amendment issues (.6).	4.90

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/06/23	Eli Columbus	Review and analysis of equipment finance loan agreement and issues related to loan settlement and bid negotiations (1.2); research issues related to loan assignment restrictions and 363 matters (1.3).	2.50
02/06/23	Matt Ferris	Review and consideration regarding status of [REDACTED] loan settlement agreement and pending objection deadline (.6); multiple calls and emails with BlockFi and Moelis team regarding same and next steps (1.0); review UCC's draft objection to [REDACTED] loan settlement agreement and follow up correspondence with UCC counsel regarding same (.6).	2.20
02/06/23	Matthew Frankle	Review of changes to revised Loan Agreement regarding [REDACTED] and revisions to same.	1.30
02/06/23	Matt Howes	Review of [REDACTED] existing Termination Agreement terms and new proposal (1.9); conference call with BlockFi to discuss same (.7).	2.60
02/06/23	Matt Howes	Review all transaction documents for [REDACTED] mining loans.	0.80
02/06/23	Matt Howes	Conference call with BlockFi, Moelis and K&E teams to discuss status of [REDACTED] bids.	0.60
02/06/23	Matt Howes	Review terms of Letter of Credit Agreement pertaining to [REDACTED].	1.10
02/07/23	Matt Ferris	Review and consideration of open issues and next steps with respect to [REDACTED] loan settlement agreement and competing loan purchase offers (1.5); multiple calls and emails with BlockFi and Moelis teams regarding same and terms of settlement with [REDACTED] (1.9); prepare for and participate in conference call with [REDACTED]. BlockFi and Moelis teams regarding process for approval amended loan settlement agreement (.7); review and comment on draft amendment of loan settlement agreement (.4); review and comment on draft supplemental notice of loan settlement and form of order granting same (.5); correspond with BlockFi, Moelis, UCC and HB teams regarding documentation and approval of amended [REDACTED] loan settlement agreement (1.2).	6.20
02/07/23	Matthew Frankle	Call with Moelis and [REDACTED] on revised settlement.	0.50
02/07/23	Matthew Frankle	Responses to Walkers on [REDACTED] revised Loan Agreement.	0.30
02/07/23	Matthew Frankle	Draft of restated termination agreement (.7); discussions with M. Howes on draft of amendment (.3); review and revisions to amendment (.9); review of revised order to court (.2).	2.10
02/07/23	Matthew Frankle	Call with Moelis on electricity contract and deposit return.	0.30
02/07/23	Matt Howes	Review and revise Amended Termination and Payoff Agreement [REDACTED]	0.60
02/07/23	Matt Howes	Review of [REDACTED] documentation related to which machines are covered under definition of collateral.	1.40

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/07/23	Matt Howes	Review and revise Amendment to Termination and Payoff Agreement [REDACTED]	1.20
02/07/23	Matt Howes	Review and revise [REDACTED] [REDACTED] to other creditors.	1.50
02/07/23	Matt Howes	Review and prepare execution version for [REDACTED] Amendment to Termination and Payoff Agreement.	0.60
02/07/23	Matt Howes	Review and revise Form of Notice of Strict Foreclosure to Third Parties for the BlockFi mining loans.	1.90
02/07/23	Richard Kanowitz	Conference call with BRG and BlockFi legal and financial teams concerning assets/liabilities/intercompany claims and balance sheet analysis for each BlockFi debtor.	0.40
02/07/23	Richard Kanowitz	Review and respond to emails concerning assets/liabilities/intercompany claims and balance sheet analysis for each BlockFi debtor.	0.80
02/07/23	Tom Zavala	Draft and revise supplemental notice of loan settlement agreement with [REDACTED] notice of withdrawal of same, and proposed order (2.5); discuss same with M. Ferris (.5).	3.00
02/08/23	Eli Columbus	Research and analysis of issues related to potential claims and suits to collect on defaulted and past due loans.	0.50
02/08/23	Matt Ferris	Review and consideration of status and next steps with respect to workout of mining loan portfolio (1.5); work on loan settlement agreements and correspond with BlockFi team regarding same (1.1); review and analysis of [REDACTED] loan documents and consideration and development of strategy with respect to outstanding loan balance (.7); review and revise collection complaint against [REDACTED] (.5).	3.80
02/08/23	Matt Ferris	Correspond with [REDACTED] and UST regarding order approving amended settlement and supporting documents (.3); correspond with Moelis regarding follow up matters related to closing of [REDACTED] agreement (.3).	0.60
02/08/23	Matthew Frankle	Review of [REDACTED] documentation and diligence items regarding reconciliation of pledged machines (.7); email response to BlockFi on same (.2).	0.90
02/08/23	Matthew Frankle	Review of [REDACTED] regarding rights to enforce and question to M. Ferris on same (.4); response to [REDACTED] counsel on same (.3).	0.70
02/08/23	Matthew Frankle	Call with [REDACTED] counsel at [REDACTED] regarding [REDACTED] machine (.4); email summary to BlockFi on same (.2).	0.60
02/08/23	Richard Kanowitz	Review and analyze BRG presentation on recovery of intercompany loans.	0.60

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/08/23	Richard Kanowitz	Prepare for and conduct conference call with Moelis concerning claims held by BlockFi for potential sale.	0.40
02/09/23	Matt Ferris	Review and consideration of status and next steps with respect to pending and anticipated loan collection/enforcement actions (1.2); correspond with BlockFi team regarding same (.4); further review and analysis of [REDACTED] loan documents and consideration and development of strategy with respect to outstanding loan balance (.5); work on loan settlement agreements (.8); prepare for and participate in conference call with BlockFi team regarding status and next steps with respect to workout of mining loan portfolio (1.3); review and revise collection complaint against [REDACTED] and correspond with BlockFi team regarding same (.9).	5.10
02/09/23	Matthew Frankle	Review of Termination and Payoff Agreement for Global X and revisions to same.	1.30
02/09/23	Matthew Frankle	Review of [REDACTED] termination agreement (.4); review and diligence of underlying [REDACTED] agreement (.4); email response to BlockFi on [REDACTED] (.2).	1.00
02/09/23	Matthew Frankle	Email responses to [REDACTED] counsel on process for potential settlements.	0.30
02/09/23	Matthew Frankle	Institutional loan call with BlockFi.	0.80
02/09/23	Matthew Frankle	Review question and responses to BlockFi on agent authorization for payment under MDCLA.	0.30
02/09/23	Matt Howes	Review of transaction documentation and draft/revise Termination and Payoff Agreement for Global X equipment financing.	1.80
02/09/23	Matt Howes	Review all transaction documents for [REDACTED] mining loans.	0.50
02/09/23	Matt Howes	Bi-weekly conference call with BlockFi to discuss status of loan book workouts/sales/enforcement.	0.90
02/09/23	Matt Howes	Review and revise [REDACTED] termination agreement and prepare execution copy.	0.20
02/09/23	Matt Howes	Review and revise Global X Termination and Payoff Agreement.	0.30
02/09/23	Richard Kanowitz	Review and respond to emails from BlockFi legal and business teams concerning BlockFi claims against [REDACTED].	0.40
02/09/23	J. Frasher Murphy	Analysis of open issues regarding loan settlements.	0.40
02/09/23	Tom Zavala	Attend conference call with Haynes and Boone and BlockFi legal to discuss status of various institutional loans.	1.20

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/10/23	Matt Ferris	Review [REDACTED] mark up of strict foreclosure agreement (.3); further review and revise collection complaint against [REDACTED] and correspond with BlockFi team regarding same (.7); multiple calls and emails with BlockFi team regarding status and next steps with respect to loan collection/enforcement actions (1.0).	2.00
02/10/23	Matthew Frankle	Draft of Purchase and Sale Agreement regarding 183 machines remaining with [REDACTED] as part of [REDACTED].	3.70
02/11/23	Matthew Frankle	Revisions to purchase and sale agreement regarding [REDACTED]	0.60
02/11/23	Tom Zavala	Update loan tracker	1.00
02/12/23	Matthew Frankle	Review of comments from [REDACTED] counsel on Termination Agreement.	0.50
02/12/23	Matt Howes	Review and revise BlockFi [REDACTED] Purchase and Sale Agreement.	1.80
02/13/23	Matt Ferris	Work on loan settlement agreements (1.0); multiple calls and emails with BlockFi team regarding same (.6); review and comment on mark up of Global X loan settlement agreement and notice documents related to same (.8); review and comment on mark up of [REDACTED] strict foreclosure documents (.5); review correspondence regarding status of [REDACTED] loan workout and consideration of next steps with respect to same (.4); review and consideration of Vermont Dept of Fin Reg requests regarding [REDACTED] loan settlement (.3); correspond with K&E and Walkers teams regarding matters related to same (.3).	3.90
02/13/23	Matthew Frankle	Response to comments from Global X and revisions and drafting of Termination.	1.30
02/13/23	Matthew Frankle	Call with M Ferris on termination agreements and [REDACTED] confidentiality agreement.	0.30
02/13/23	Matthew Frankle	Call with local Norwegian counsel and BlockFi regarding [REDACTED]	0.50
02/13/23	Matthew Frankle	Comments and revisions to [REDACTED] Termination Agreement.	1.50
02/13/23	Matthew Frankle	Draft of [REDACTED] termination agreement.	1.60
02/13/23	Matt Howes	Review and revise [REDACTED] Termination and Payoff Agreement.	0.80
02/13/23	Matt Howes	Review transaction documents for [REDACTED] mining loans.	0.60
02/13/23	Matt Howes	Review and revise BlockFi [REDACTED] Purchase and Sale Agreement [REDACTED]	1.30

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/13/23	Jarom J Yates	Review settlement agreement with Global X (.1); prepare draft docket notice of Global X loan settlement (.1); prepare draft proposed order of Global X loan settlement (.1); prepare draft notice to notice parties relating to Global X loan settlement (.9).	1.20
02/14/23	Matt Ferris	Review and consideration of status and next steps with respect to institutional loan settlements (.8); multiple calls and emails with BlockFi team regarding same (.5); review and revise Global X loan settlement agreement and related notice documents for filing in connection with approval of same (1.0).	2.30
02/14/23	Matt Ferris	Review and comment on [REDACTED] strict foreclosure documents (.4); consideration and development of strategy for foreclosure of [REDACTED] equipment collateral and correspond with BlockFi team regarding same and next steps (.8).	1.20
02/14/23	Matthew Frankle	Comments and revisions to Termination Agreement (.6); call with Global X counsel (.2).	0.80
02/14/23	Matthew Frankle	Review of comments from [REDACTED] on Foreclosure Agreement (.4); revisions and drafting of same (.7).	1.10
02/14/23	Matthew Frankle	Correspondence with S. Baldasare on statutory lien regarding [REDACTED]	0.20
02/14/23	Matthew Frankle	Review of Global X settlement notice.	0.30
02/14/23	Alexander Grishman	Attention to strict foreclosure mechanics for crypto mining loan.	1.30
02/14/23	Matt Howes	Review and revise Global X Termination and Payoff Agreement.	1.30
02/14/23	Matt Howes	Draft/revise Notification of Strict Foreclosure to be sent to Core Scientific in relation to the [REDACTED] mining equipment collateral.	1.70
02/14/23	Matt Howes	Review and prepare execution version of Global X Termination and Payoff Agreement to send to BlockFi for signature.	0.20
02/14/23	Matt Howes	Review and revise Termination and Payoff Agreement for [REDACTED] mining loan.	1.70
02/14/23	Matt Howes	Review and revise Global X Termination and Payoff Agreement (.7); correspondence with BlockFi team and counsel for Global X (.3).	1.00
02/14/23	Matt Howes	Review and revise [REDACTED] mining loan Termination and Payoff Agreement.	1.30
02/15/23	Jeffrey L. Curtis	Follow up questions regarding the strict foreclosure and Core Scientific under the Master Services Agreement.	1.80
02/15/23	Matt Ferris	Correspond with BlockFi, Walkers, and [REDACTED] teams regarding Vermont Dept of Fin Reg requests regarding [REDACTED] loan settlement and related confidentiality matters.	0.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/15/23	Matt Ferris	Review executed Global X loan settlement agreement and correspond with BlockFi and Moelis teams regarding next steps with respect to same (.6); review, revise and work on finalizing notice documents with respect to same (.7); review filed and served notice documents and attention to objection deadline with respect to Global X loan settlement (.3); review revised drafts of [REDACTED] loan settlement agreement and correspond with BlockFi and Moelis teams regarding same and next steps (.8); review and respond to correspondence with BlockFi and Moelis teams regarding status and next steps with respect to workout of mining loan portfolio (.4).	2.80
02/15/23	Matt Ferris	Review and analysis of open issues and next steps with respect to pending and anticipated loan collection/enforcement actions, and development of strategy for same (1.4); review [REDACTED] MSA and related documents and consideration of open issues and next steps with respect to same (.5); correspond with BlockFi team regarding same (.2).	2.10
02/15/23	Matthew Frankle	Call with Schjodt regarding [REDACTED] strategy (.5); review of parent rep letter (.4).	0.90
02/15/23	Matthew Frankle	Review of [REDACTED] (.5); correspondence and analysis with J. Curtis on [REDACTED] (.5).	1.00
02/15/23	Matthew Frankle	Review of [REDACTED] comments (.3); revisions and comments to termination agreement (.4).	0.70
02/15/23	Alexander Grishman	Attention to issues with sale of JV-mining operation.	0.80
02/15/23	Matt Howes	Review transaction documents for [REDACTED] mining loans.	0.90
02/15/23	Matt Howes	Review transaction documents for [REDACTED] mining loan and UCC requirements for strict foreclosure.	1.10
02/15/23	Matt Howes	Review [REDACTED] Mining loan documents and draft/revise Termination and Payoff Agreement.	1.50
02/15/23	Matt Howes	Prepare execution version of [REDACTED] Termination and Payoff Agreement and send for signature.	0.20
02/15/23	Jarom J Yates	Finalize docket notice for Global X settlement (.1); communicate with Cole Schotz regarding filing same (.1); update and revise the notice of settlement for notice parties (.5); prepare and send notice of settlement to notice parties (.2); follow up communications with Cole Schotz regarding same (.1).	1.00
02/16/23	Matt Ferris	Further review and analysis of open issues and next steps with respect to pending and anticipated loan collection/enforcement actions, and development of strategy for same (.7); correspond with BlockFi team regarding same (.5).	1.20

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02/16/23	Matt Ferris	Review and respond to correspondence from BlockFi and Walkers teams regarding status and next steps with respect to loan settlement agreements (.6); review and comment on notice documents with respect to [REDACTED] loan settlement agreement and correspond with BlockFi and Moelis teams regarding same (.8); review Bermuda Supreme Court order approving [REDACTED] loan settlement agreement and correspondence regarding same (.3).	1.70
02/16/23	Matt Ferris	Correspond with BlockFi, Walkers, and [REDACTED] teams regarding Vermont Dept of Fin Reg requests regarding [REDACTED] loan settlement and related confidentiality matters.	0.30
02/16/23	Matthew Frankle	Review of JV information requests to [REDACTED]	0.20
02/16/23	Matthew Frankle	Responses to BlockFi regarding [REDACTED] termination and transferability of MSA.	0.30
02/16/23	Matthew Frankle	Review of [REDACTED] termination agreement.	0.40
02/16/23	Matthew Frankle	Correspondence and review of operational details regarding [REDACTED]	0.30
02/16/23	Matthew Frankle	Institutional loan update call with BlockFi Team.	0.70
02/16/23	Matthew Frankle	Correspondence with BlockFi on outstanding amounts under institutional loans.	0.20
02/16/23	Matthew Frankle	Call with BlockFi team on strategy regarding [REDACTED]	0.50
02/16/23	Matthew Frankle	Review and research of collateral schedule and draw requests regarding Core filings	0.60
02/16/23	Matt Howes	Review and revise BlockFi [REDACTED] Purchase and Sale Agreement relating to the [REDACTED].	0.80
02/16/23	Matt Howes	Review and revise [REDACTED] Termination and Payoff Agreement and correspondence with BlockFi team regarding same.	0.40
02/16/23	Matt Howes	Review execution version of [REDACTED] Termination and Payoff Agreement versus [REDACTED] comments and correspondence with BlockFi team regarding same.	0.40
02/16/23	Matt Howes	Review of prospective buyers' diligence/reconciliation questions from Moelis (.8); review of corresponding transaction documentation and filings for [REDACTED] mining loans (1.1).	1.90
02/16/23	Matt Howes	Prepare for and attend conference call with BlockFi and Moelis teams to discuss diligence/collateral reconciliation questions from prospective buyers of mining loans.	1.10
02/16/23	Matt Howes	Bi-weekly conference call to discuss status of mining loan sales/foreclosures.	0.60

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/16/23	Matt Howes	Review of [REDACTED] mining loan documentation and draft Termination and Payoff Agreement.	0.60
02/16/23	Richard Kanowitz	Prepare for and conduct conference call with BlockFi legal and financial teams concerning claims against [REDACTED]	0.30
02/16/23	Jarom J Yates	Prepare docket notice for settlement of [REDACTED] loan (.1); prepare proposed order for [REDACTED] loan (.1); analyze issues relating to production of documents relating to loan settlement (.3); communications with Mr. Allen regarding same (.1); communications with Ms. Chavez regarding same (.1).	0.70
02/17/23	Matt Ferris	Review, revise and finalize notice documents with respect to [REDACTED] loan settlement agreement (.4); correspond with BlockFi and Moelis teams regarding same (.3); review filed notice and attention to objection deadline with respect to [REDACTED] loan settlement agreement (.1).	0.80
02/17/23	Matt Ferris	Review and consideration of status and next steps with respect to pending and anticipated loan collection/enforcement actions (.5); multiple calls and emails with counterparties and BlockFi team regarding same (.8).	1.30
02/17/23	Matt Ferris	Review and consideration of loan settlement status, procedure, and next steps (.6); correspond with BlockFi and Moelis teams regarding same (.5).	1.10
02/17/23	Matthew Frankle	Review of strict foreclosure analysis regarding [REDACTED] (.2); discussions with M. Ferris on same (.3)	0.50
02/17/23	Matthew Frankle	Response to [REDACTED] on email regarding NDA standards (.3); discussions with M. Ferris on same (.3).	0.60
02/17/23	Matthew Frankle	Review of Core counter offer proposal.	0.10
02/17/23	Matt Howes	Review and revise Purchase and Sale Agreement for sale of [REDACTED] [REDACTED]	1.20
02/17/23	Richard Kanowitz	Review and respond to emails concerning loan servicing notices for [REDACTED] and Global X workouts.	0.60
02/17/23	Jarom J Yates	Communicate with Ms. Petrie regarding NDA for potential production in connection with loan settlement (.1); finalize notice of settlement for notice parties relating to [REDACTED] loan settlement (.4); prepare and send out notice to notice parties (.2); finalize docket notice relating to same (.1); communicate with Cole Schotz regarding filing of docket notice (.1); communicate with Mr. Allen regarding [REDACTED] settlement issue (.1).	1.00
02/20/23	Matt Ferris	Review and revise complaint against [REDACTED] and correspond with BlockFi team regarding same.	1.80
02/20/23	Matthew Frankle	Review of Purchase and Sale Agreement regarding [REDACTED].	0.40

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/20/23	Alexander Grishman	Review [REDACTED] settlement documents (1.2); discuss same with Mr. Frankle (.6).	1.80
02/21/23	Matt Ferris	Consideration of status and next steps with respect to pending and anticipated loan collection/enforcement actions (.4); review and respond to correspondence from BlockFi team regarding same (.2).	0.60
02/22/23	Matt Ferris	Consideration of status and next steps with respect to pending loan settlements and approvals of same (.8); correspond with BlockFi team regarding same (.3); review [REDACTED] settlement proposal and correspond with BlockFi team regarding same (.5).	1.60
02/22/23	Matt Ferris	Review of status and next steps with respect to pending and anticipated loan collection/enforcement actions (.6); correspond with BlockFi team regarding same (.2); multiple calls and emails with BlockFi team regarding status and next steps with respect to workout of mining loan portfolio (1.0).	1.80
02/22/23	Matthew Frankle	Update and revisions of purchase & sale agreement for [REDACTED]	0.40
02/22/23	Matthew Frankle	Coordination with BlockFi on [REDACTED] settlement and term sheets.	0.20
02/22/23	Matthew Frankle	BlockFi institutional loan call regarding recovery of assets.	1.10
02/22/23	Matthew Frankle	Review of [REDACTED] settlement agreement and revised loan agreement (.4); responses to BlockFi on implementation and interest accrual on same (.4).	0.80
02/22/23	Matthew Frankle	Review of files and discussions with M. Howes and N. Rubin on Collateral Schedules regarding mining Borrower.	0.50
02/22/23	Matthew Frankle	Review of notice of claim to [REDACTED] regarding [REDACTED]	0.10
02/22/23	Matt Howes	Bi-weekly conference call with BlockFi team to discuss progress of mining loan workouts/sales.	1.30
02/22/23	Matt Howes	Review of Settlement Agreement provided by [REDACTED] for [REDACTED].	1.00
02/23/23	Jordan Chavez	Correspond with Mr. McCarthy regarding budget and run-rate.	0.20
02/23/23	Matt Ferris	Correspondence with counterparties regarding matters related to workout of mining loan portfolio (.4); correspond with BlockFi team regarding same (.3); review and consideration of status and next steps with respect to pending and anticipated loan collection/enforcement actions (.8); correspond with BlockFi team regarding same (.2); work on matters related to [REDACTED] settlement proposal (.3); review and revise complaint against [REDACTED] (.3).	2.30
02/23/23	Matthew Frankle	Review of amended MDCLA regarding [REDACTED] (.2); responses to [REDACTED] and counsel on operations (.2).	0.40
02/23/23	Matthew Frankle	Call with BlockFi and BRG regarding Core settlement potential.	0.50

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02/23/23	Matthew Frankle	Correspondence to [REDACTED] counsel regarding settlement bids.	0.20
02/23/23	Matthew Frankle	Update of settlement agreement for [REDACTED]	0.40
02/23/23	Matthew Frankle	Review of updated termination agreement for [REDACTED]	0.30
02/23/23	Matthew Frankle	Attend institutional loan call with BlockFi.	0.80
02/23/23	Matt Howes	Review of proposed Settlement Agreement for [REDACTED] BlockFi mining loan (.4); review and revise Termination and Payoff Agreement (.7).	1.10
02/23/23	Matt Howes	Review and revise form of Termination and Payoff Agreement for [REDACTED]	0.50
02/23/23	Matt Howes	Review and revise Settlement Agreement for BlockFi International / [REDACTED] MDCLA (.3); prepare execution version with relevant attachments (.2).	0.50
02/24/23	Matt Ferris	Review and consideration of status and next steps with respect to pending loan settlements and approvals of same (1.0); multiple calls and emails with BlockFi and Moelis teams regarding same (.7).	1.70
02/24/23	Matt Ferris	Review and consideration of status and next steps with respect to pending and anticipated loan collection/enforcement actions (.6); consideration and development of strategy with respect to same (.6); multiple calls and emails with BlockFi team and counterparties regarding open issues related to same (.8).	2.00
02/24/23	Matthew Frankle	Review of proposed settlement with Core.	0.20
02/24/23	Matthew Frankle	Review and comments on litigation presentation regarding [REDACTED]	0.40
02/24/23	Matthew Frankle	Call with M. Feast at [REDACTED] (.2); review of borrower loan forgiveness tax (.1).	0.30
02/24/23	Matthew Frankle	Call with Weil on [REDACTED] machines regarding hosting at Core.	0.30
02/24/23	Matthew Frankle	Draft and revise Termination Agreement regarding [REDACTED]	1.30
02/24/23	Matthew Frankle	Review of [REDACTED] comments and correspondence to BlockFi and Moelis on same.	0.20
02/24/23	Matthew Frankle	Responses to BlockFi regarding inquiry on [REDACTED] settlement.	0.20
02/24/23	Matt Howes	Review and revise form Termination and Payoff Agreement for [REDACTED] mining loans.	0.50
02/24/23	Matt Howes	Review and revise [REDACTED] Termination and Payoff Agreement.	0.70
02/24/23	Sam Lichtman	Consider cancellation of debt income and related party debt acquisition rules.	0.30

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/24/23	Jarom J Yates	Communicate with Mr. Ferris regarding document requests relating to [REDACTED] (.1); communicate with Mr. Allen regarding [REDACTED] document requests (.1).	0.20
02/25/23	Matt Ferris	Work on loan settlement agreements and related matters.	0.50
02/25/23	Matthew Frankle	Draft termination agreement for [REDACTED]	0.60
02/26/23	Matthew Frankle	Review and comments on VAT registration contract for Norway machines.	0.50
02/26/23	Matthew Frankle	Draft of Termination Agreement regarding Core.	0.70
02/27/23	Matt Ferris	Work on loan settlement matters (.5); review and consideration of status of Global X and [REDACTED] loan settlement approvals and next steps with respect to same (.6); correspond with BlockFi and Moelis teams regarding same (.5); attention to submission and entry of orders approving Global X and [REDACTED] loan settlement agreements (.3).	1.90
02/27/23	Matthew Frankle	Call with BlockFi and Schjodt on both [REDACTED] and [REDACTED] matters.	0.60
02/27/23	Matthew Frankle	Correspondence with [REDACTED] on structure of repurchase (.2); call with M. Ferris on [REDACTED] sales process (.3).	0.50
02/27/23	Matthew Frankle	Review of letter from [REDACTED] counsel (.2); review of new termination agreement (.2); response to [REDACTED] on payoff (.2).	0.60
02/27/23	Matthew Frankle	Markup of [REDACTED] termination agreement in response to comments received.	0.30
02/27/23	Matt Howes	Review and revise [REDACTED] Termination and Payoff Agreement.	0.60
02/27/23	J. Frasher Murphy	Review and analyze abbreviated and comprehensive waterfall analysis from BRG.	1.40
02/27/23	Jarom J Yates	Review and update proposed orders for Global X and [REDACTED] (.2); communicate with Cole Schotz regarding proposed orders (.1).	0.30
02/27/23	Tom Zavala	Update loan tracker regarding filed settlements with Global X [REDACTED] and [REDACTED].	0.10
02/28/23	Matt Ferris	Review and consideration of status of loan settlements and next steps with respect to same (1.0); correspond with multiple parties regarding same and entry of orders approving pending loan settlement agreements (1.3); multiple calls and emails regarding loan collateral for certain mining facilities and MSA bankrupt counterparty consideration of next steps regarding same (.8); review and respond to correspondence regarding status of [REDACTED] (.2).	3.30
02/28/23	Matthew Frankle	Call with Schjodt regarding VAT required for KV machines.	0.50
02/28/23	Matthew Frankle	Review of [REDACTED] and confirmation of accrual start.	0.30

Invoice Number: 21580700
Matter Name: Asset Analysis
Client/Matter Number: 0063320.00002
Billing Attorney: Alexander Grishman

March 22, 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/28/23	Matthew Frankle	Address closing mechanics for GlobalX.	0.20
02/28/23	Matthew Frankle	Review of [REDACTED] loan regarding Payment Date inquiries.	0.40
02/28/23	Matthew Frankle	Preparation of final docs for [REDACTED] machine sale.	0.40
02/28/23	Matt Howes	Pre-auction advisors conference call with BlockFi, Moelis and K&E teams.	0.80
02/28/23	Charlie M. Jones	Discuss analysis of potential BlockFi claims exposure with financial advisors.	0.30

Chargeable Hours 199.00

Total Fees	\$198,911.50
Adjustment (10% Discount)	\$ (19,891.15)
Total Adjusted Fees	\$179,020.35

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Alexander Grishman	6.10	\$1,075.00	\$6,557.50
Charlie M. Jones	0.30	\$1,000.00	\$300.00
Eli Columbus	3.00	\$1,050.00	\$3,150.00
J. Frasher Murphy	1.80	\$1,100.00	\$1,980.00
Matt Ferris	60.90	\$1,000.00	\$60,900.00
Matthew Frankle	50.70	\$1,150.00	\$58,305.00
Richard Kanowitz	6.00	\$1,400.00	\$8,400.00
Sam Lichtman	0.30	\$1,450.00	\$435.00
Jordan Chavez	0.20	\$775.00	\$155.00
Matt Howes	51.60	\$840.00	\$43,344.00
Tom Zavala	7.00	\$730.00	\$5,110.00
Jarom J Yates	9.30	\$950.00	\$8,835.00
Jeffrey L. Curtis	1.80	\$800.00	\$1,440.00
Total Professional Summary			\$198,911.50

Total Fees, Expenses and Charges	\$179,020.35
Total Amount Due	USD \$179,020.35

HAYNES BOONE

Invoice Number: 21580701
Invoice Date: March 22, 2023
Matter Name: Bid Procedures & Sale Process
Client/Matter Number: 0063320.00003
Billing Attorney: Alexander Grishman

BlockFi, Inc.
Flori Marquez
115 Broadway
11th Floor
New York, NY 10006

REMITTANCE PAGE

For Professional Services Through February 28, 2023

Total Fees	\$140,236.50
Adjustment (10% Discount)	\$ (14,023.65)
Total Adjusted Fees	\$126,212.85
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$126,212.85
Total Invoice Balance Due	USD \$126,212.85

Haynes and Boone, LLP Tax Identification No: 75-1312888

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **111-000-025** Operating Account No.: **018-08-3729-4**

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **0260-0959-3** Operating Account No.: **018-08-3729-4**
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number **21580701** • Client Number **0063320.00003** • Attorney **Alexander Grishman**

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21580701
Matter Name: Bid Procedures & Sale Process
Client/Matter Number: 0063320.00003
Billing Attorney: Alexander Grishman

March 22, 2023
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For Professional Services Through February 28, 2023

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/01/23	Eli Columbus	Review and revise draft letter regarding offer to buy Debtors' JV interests.	0.70
02/01/23	Matt Ferris	Review and comment on preliminary draft of mining portfolio APA (1.0); consideration of open issues and next steps with respect to sale process (.7).	1.70
02/01/23	Matthew Frankle	Review of changes to Asset Purchase Agreement.	0.30
02/01/23	Michael Freeman	Review APA documents (1.0); correspond with Haynes and Boone team regarding same (.3).	1.30
02/02/23	Emilie Battipede	All hands call to discuss strategy (.5); review of Bill of Sale (.6); review of JV Interest APA (.5).	1.60
02/02/23	Matt Ferris	Multiple calls and emails with BlockFi and Moelis teams regarding sale process and related issues (1.5); review and comment on form of mining loan APA (.4); review and analysis of legal issues and authorities related to potential assignment of certain mining loans (3.1).	5.00
02/02/23	Matthew Frankle	Call with K&E and Moelis regarding asset purchase agreement.	0.50
02/02/23	Matthew Frankle	Advice on NDA regarding execution of mutual obligations.	0.20
02/02/23	Michael Freeman	Participate on conference call to discuss the mining assets purchase agreement (.5); review and analyze asset purchase agreements (.8); correspond with Haynes and Boone team regarding asset purchase agreement issues (.8).	2.10
02/02/23	Alexander Grishman	Review bid for [REDACTED] loans and self-mining operations.	0.80
02/02/23	J. Frasher Murphy	Review and analyze CIM on claims overview and summary for potential buyers.	0.60
02/02/23	J. Frasher Murphy	Analysis of issues regarding anti-assignment language of loan agreements (.6); pursue strategy in connection with purchase and sale of institutional loans (.4).	1.00
02/02/23	Jarom J Yates	Research and analyze various issues relating to credit agreement amendment and sale issues.	5.10
02/03/23	Emilie Battipede	Review and revise JV Interest APA.	0.50

Invoice Number: 21580701
Matter Name: Bid Procedures & Sale Process
Client/Matter Number: 0063320.00003
Billing Attorney: Alexander Grishman

March 22, 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/03/23	Matt Ferris	Further review and analysis of legal issues and authorities related to potential assignment of certain mining loans (1.5); correspond with BlockFi and Moelis teams regarding same and related sale matters (1.1); review and comment on revised drafts of APAs (.6).	3.20
02/03/23	Matthew Frankle	Research of [REDACTED] regarding [REDACTED] and advice on same.	1.10
02/03/23	Matthew Frankle	Discussion with Haynes and Boone team on asset purchase and potential stalking horse.	0.30
02/03/23	Matthew Frankle	Call with Moelis on [REDACTED].	0.80
02/03/23	Michael Freeman	Correspond with Haynes and Boone team regarding asset purchase agreement issues.	0.60
02/03/23	Richard Kanowitz	Review and analyze bid by [REDACTED] for loan and mining assets.	0.60
02/03/23	J. Frasher Murphy	Analysis and strategy development regarding sale of institutional loans (.4); analysis of issues regarding anti-assignment provisions and related sale issues (.5).	0.90
02/04/23	Emilie Battipede	Call with Moelis to discuss assignment analysis (0.5); review and revise JV Interest APA (2.2).	2.70
02/04/23	Matt Ferris	Review and consideration of open issues and next steps with respect to mining loan portfolio sales (1.8); prepare for and participate in conference call with Moelis and BlockFi teams regarding same (1.0); review and comment on revised drafts of APAs (.5).	3.30
02/04/23	Matthew Frankle	Research into [REDACTED] (.5); call with Moelis and K&E regarding [REDACTED] (1.0); review and distribution of assets related to JV sale (.6). review and comments on asset purchase agreement regarding JV (.6).	2.70
02/04/23	Michael Freeman	Participate on conference calls with the transaction team to discuss asset purchase agreement issues (1.0); review and analyze asset purchase agreements (.7).	1.70
02/04/23	Richard Kanowitz	Review and respond to emails concerning data room and materials for interested parties due diligence.	0.40
02/05/23	Emilie Battipede	Review and revise JV Interest APA.	0.80
02/05/23	Matt Ferris	Review and consideration of open issues and next steps with respect to mining loan sales (.6); review and respond to correspondence with BlockFi and Moelis teams regarding same (.3); review revised draft of JV APA and correspondence regarding same (.3).	1.20

Invoice Number: 21580701
Matter Name: Bid Procedures & Sale Process
Client/Matter Number: 0063320.00003
Billing Attorney: Alexander Grishman

March 22, 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/05/23	Matthew Frankle	Comments and revisions to JV Asset Purchase Agreement regarding Letter of Credit.	1.10
02/05/23	Michael Freeman	Review and analyze asset purchase agreements (.7); correspond with Haynes and Boone team with respect to issues regarding same (.3).	1.00
02/06/23	Emilie Battipede	Review of [REDACTED].	0.70
02/06/23	Matt Ferris	Multiple calls and emails with BlockFi and Moelis teams regarding sale process and related issues (1.3); further review and analysis of legal issues and authorities related to potential assignment of certain mining loans (1.5); review and comment on revised drafts of APAs (1.0).	3.80
02/06/23	Matthew Frankle	Review of Delay Indemnity Agreement regarding [REDACTED]	0.40
02/06/23	Matthew Frankle	Call with Moelis Team and BlockFi on [REDACTED] settlement or stalking horse.	0.50
02/06/23	Matthew Frankle	Responses to inquiries from Moelis on mining portfolio.	0.60
02/06/23	Matthew Frankle	Correspondence with K&E on APA.	0.30
02/06/23	Matthew Frankle	Review of comments on APA from potential stalking horse regarding [REDACTED]	1.30
02/06/23	Michael Freeman	Analyze APA issues (.4) ; correspond with Haynes and Boone team regarding APA issues (.3).	0.70
02/06/23	Richard Kanowitz	Review and respond to emails from UCC and Moelis on bid by [REDACTED] for loan and mining equipment.	0.80
02/06/23	Richard Kanowitz	Conference call with Moelis on bid by Backbone and others for loan and mining equipment.	0.60
02/06/23	Richard Kanowitz	Review and analyze UCC objection to loan serving notice to accept bid by [REDACTED] for loan and mining equipment.	0.40
02/06/23	J. Frasher Murphy	Analysis and strategy development regarding asset sales, institutional loans, and issues regarding same.	0.80
02/07/23	Eli Columbus	Review and comment on drafts of Supplemental Notice regarding [REDACTED] Loan settlement and revised order on same.	0.60
02/07/23	Matthew Frankle	Responses to Moelis and advice regarding letter of credit issued in connection with JV.	0.70
02/07/23	Richard Kanowitz	Review and respond to emails from UCC and Moelis concerning amendment of [REDACTED] sale transaction and proposed closing of same.	0.70
02/07/23	Richard Kanowitz	Review and respond to emails from Intralinks concerning data room established by Moelis for sale process.	0.60

Invoice Number: 21580701
Matter Name: Bid Procedures & Sale Process
Client/Matter Number: 0063320.00003
Billing Attorney: Alexander Grishman

March 22, 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/08/23	Matthew Frankle	Preparation of final versions of Termination Agreement for [REDACTED]	0.40
02/08/23	Matthew Frankle	Review of Electricity Service Contract (.7); email responses and summary for BlockFi of termination rights of Letter of Credit (.4).	1.10
02/08/23	Richard Kanowitz	Prepare for and conduct conference call with money transmitter regulators in Texas and Arkansas on status of sale process and related issues.	0.40
02/10/23	Matt Ferris	Receive, review and respond to correspondence from counsel for [REDACTED] regarding loan settlement and related sale matters (.4); multiple calls and emails with BlockFi and Moelis teams regarding same and next steps (.9); review and analysis of [REDACTED] loan documents in connection with same (.5).	1.80
02/10/23	Matthew Frankle	Review of debt service reserve fund provisions and rights (.4); draft email response to BlockFi on same (.3).	0.70
02/10/23	Matthew Frankle	Review of [REDACTED] responses and emails with Moelis (.4); discussions with M. Ferris on [REDACTED] documentation and rights and obligations of BlockFi (.5); review of assignment and participation provisions (.3).	1.20
02/10/23	Matthew Frankle	Responses to K&E regarding NDA for bidders.	0.20
02/10/23	J. Frasher Murphy	Emails with Walkers, Moelis, and KE regarding supporting documents for bid procedures (.4); analysis and strategy development regarding same (.3).	0.70
02/13/23	Matt Ferris	Prepare for and participate in conference call with KE team and counsel for [REDACTED] regarding sale process (.3); multiple calls and emails with BlockFi and Moelis teams regarding follow up matters from same (.8); review and analysis of legal issues and authorities related to potential sale and assignment of [REDACTED] loan (1.0); further review and analysis of [REDACTED] loan documents in connection with same (.4); correspond with BlockFi and Moelis teams regarding same and next steps (.4).	2.90
02/13/23	Matthew Frankle	Call with Moelis, K&E and BlockFi to discuss potential settlement options regarding [REDACTED] loan.	0.50
02/13/23	Tom Zavala	Research case law regarding sale of contract right and draft summary email regarding same.	6.80
02/14/23	Matt Ferris	Further review and analysis of legal issues and authorities related to potential sale and assignment of [REDACTED] loan (.6); review and consideration of, and respond to correspondence from BlockFi team regarding, JV sale matters (.5).	1.10
02/15/23	Matt Ferris	Review and consideration of JV sale matters and correspond with BlockFi team regarding same.	0.70
02/15/23	Matthew Frankle	Questions and responses to Moelis regarding JV.	0.60
02/15/23	Alexander Grishman	Review proposed plans in other digital asset cases for application to BlockFi.	1.70

Invoice Number: 21580701
Matter Name: Bid Procedures & Sale Process
Client/Matter Number: 0063320.00003
Billing Attorney: Alexander Grishman

March 22, 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/16/23	Matt Ferris	Review and consideration of JV sale matters and correspond with BlockFi team regarding same.	0.50
02/16/23	Matt Ferris	Review and consideration of [REDACTED] reservation of rights letter and correspondence regarding same (.5); correspond with BlockFi and Moelis teams regarding sale procedures matters (.3).	0.80
02/16/23	Matthew Frankle	Call with Moelis and BlockFi team regarding reconciliation of collateral.	0.50
02/16/23	Michael Freeman	Review correspondence regarding auction and transaction issues.	0.50
02/17/23	Matt Ferris	Review and respond to correspondence from BlockFi team regarding sale matters.	0.40
02/17/23	Matt Ferris	Review and consideration of follow up correspondence from [REDACTED] and next steps with respect to same (.3); confer with BlockFi and Moelis teams regarding same (.4).	0.70
02/18/23	Matt Ferris	Review and respond to correspondence from BlockFi and Moelis teams regarding status and next steps with respect to [REDACTED] loan.	0.30
02/19/23	Matthew Frankle	Responses to potential bidder counsel regarding JV.	0.30
02/20/23	Matt Ferris	Preliminary review of bids received for mining loan portfolio (.6); review and consideration of [REDACTED] bid and correspondence regarding same (.3); review and consideration of sale process, open issues and next steps, and correspond with BlockFi and Moelis teams regarding same (.5).	1.50
02/20/23	Richard Kanowitz	Review and respond to emails and voice mails from L. Berkoff concerning bidding for mining assets by foreign creditor.	0.30
02/20/23	Richard Kanowitz	Review, analyze and respond to various bids for mining assets and related loans.	0.60
02/21/23	Matt Ferris	Further review and consideration of bids received for mining loan portfolio (.5); conference call with BlockFi and Moelis teams to discuss same and sale process (1.1); consideration of open issues and next steps with respect to sale process and correspond with BlockFi and Moelis teams regarding same (.6).	2.20
02/21/23	Matthew Frankle	Call with Moelis, BlockFi and K&E on bid process for remaining mining portfolio.	1.10
02/22/23	Emilie Battipede	Review customer platform SPA.	1.10
02/22/23	Jordan Chavez	Review and analyze platform IOIs and correspond with committee counsel and Moelis team regarding IOIs and summarization for company regarding same.	1.40

Invoice Number: 21580701
Matter Name: Bid Procedures & Sale Process
Client/Matter Number: 0063320.00003
Billing Attorney: Alexander Grishman

March 22, 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/22/23	Matt Ferris	Preliminary review of platform IOIs and correspond with BlockFi team regarding same (.6); conference call with BlockFi and Moelis teams regarding mining loan auction and sale process, and follow up correspondence regarding same (1.5); review and comment on notice of auction (.1).	2.20
02/22/23	Matthew Frankle	Call with Moelis and BlockFi on sales of machines and process related thereto.	0.50
02/22/23	Matthew Frankle	Discussions with M. Freeman on APA regarding platform purchase.	0.30
02/22/23	Matthew Frankle	Call with UCC counsel and Moelis on platform sale proposals.	0.50
02/22/23	Michael Freeman	Begin reviewing form APA for a platform sale (.7); call with Haynes and Boone team to discuss transaction issues (.3).	1.00
02/22/23	Alexander Grishman	Review Indications of Interest from [REDACTED] and [REDACTED] (1.3); review [REDACTED] proposal for the non-US business (.5).	1.80
02/22/23	Richard Kanowitz	Review and analyze IOIs for platform sale process.	1.60
02/22/23	Richard Kanowitz	Prepare for and attend conference call with UCC and Moelis concerning IOIs for platform.	0.40
02/22/23	Richard Kanowitz	Review and respond to emails from UCC and Moelis concerning IOIs for platform sale process.	0.60
02/23/23	Emilie Battipede	Review Customer platform APA.	0.40
02/23/23	Matthew Frankle	Review of [REDACTED] IOI for platform.	0.30
02/23/23	Matthew Frankle	Comments and revisions to APA regarding platform sale.	1.30
02/23/23	Matthew Frankle	Call with K&E on APA regarding platform purchase.	0.20
02/23/23	Michael Freeman	Call with Kirkland to discuss APA (.3); continue reviewing the APA (.4).	0.70
02/23/23	Richard Kanowitz	Review, analyze and provide comments to IOIs for platform sale transaction.	0.90
02/24/23	Emilie Battipede	Review customer account APA.	0.60
02/24/23	Matt Ferris	Further review and consideration of platform IOIs (.6); multiple calls and emails with BlockFi and Moelis teams regarding status of mining loan bids received, auction and sale procedures, and next steps with respect to same (.9).	1.50
02/24/23	Matthew Frankle	Discussions with M. Freeman and correspondence with K&E on APA regarding platform purchase.	0.40

Invoice Number: 21580701
Matter Name: Bid Procedures & Sale Process
Client/Matter Number: 0063320.00003
Billing Attorney: Alexander Grishman

March 22, 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/24/23	Matthew Frankle	Call with Moelis and K&E on bids and settlements regarding mining loans and machines (1.0); review of MSA for [REDACTED] (.2); review of MSA for [REDACTED] (.4).	1.60
02/24/23	Michael Freeman	Continue reviewing platform APA (.6); correspond with Haynes and Boone team regarding APA and transaction issues (.4).	1.00
02/24/23	Richard Kanowitz	Review and respond to emails on auction for mining equipment and loans.	0.60
02/25/23	Jordan Chavez	Correspond with Ms. Liang regarding auction.	0.10
02/26/23	Matt Ferris	Review and respond to correspondence regarding bids received and next steps with respect to same.	0.50
02/26/23	Richard Kanowitz	Review and respond to emails from Moelis concerning auction for mining assets to be held on 2/28.	0.80
02/26/23	Richard Kanowitz	Review and analyze revised APA and bill of sale for mining assets by proposed purchaser-[REDACTED].	0.70
02/27/23	Matt Ferris	Review and consideration of [REDACTED] letter and related correspondence, and correspond with BlockFi and Moelis teams regarding same and matters related to auction of [REDACTED] loan (1.2); consideration and development of, and multiple calls and emails with BRG and Moelis teams, regarding auction strategy (2.0); multiple calls and emails with BlockFi, BRG and Moelis teams and Core Sci's counsel regarding matters related to [REDACTED] (.8).	4.00
02/27/23	Matthew Frankle	Pre-auction call with Moelis and K&E.	0.50
02/27/23	Matthew Frankle	Analysis of APA and applicability to Norwegian machines.	0.30
02/27/23	Alexander Grishman	Review proposals for mining assets and self-mining equipment (2.2); review [REDACTED] IOI for customer platform (.4).	2.60
02/27/23	Richard Kanowitz	Prepare for and conduct conference call on status of bids and auction for mining assets.	0.50
02/27/23	Richard Kanowitz	Review and analyze revised sale documents for mining assets by proposed purchaser-[REDACTED].	0.70
02/27/23	Richard Kanowitz	Review and respond to emails from Moelis concerning status of bids, auction for mining equipment and proposed APAs.	0.70
02/28/23	Matt Ferris	Prepare for and participate in mining portfolio auction (3.6); multiple calls and emails with working group regarding sale matters (.6); review and respond to correspondence regarding auction results (.3).	4.50
02/28/23	Matthew Frankle	Review of Norwegian title transfer and discussion on same with Schjodt.	0.80

Invoice Number: 21580701
Matter Name: Bid Procedures & Sale Process
Client/Matter Number: 0063320.00003
Billing Attorney: Alexander Grishman

March 22, 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/28/23	Matthew Frankle	Attend Auction for Mining Equipment.	2.50
02/28/23	Alexander Grishman	Attend advisor meeting for mining auction (.7); attend initial portion of mining auction (1.2).	1.90
02/28/23	Richard Kanowitz	Review and respond to emails from Moelis and [REDACTED] concerning bid for mining equipment and attendance at auction.	0.80
02/28/23	Richard Kanowitz	Attend pre-auction meeting with Moelis and BRG to prepare for auction and review current bids.	0.80
02/28/23	Richard Kanowitz	Attend auction for sale of mining assets.	1.60

Chargeable Hours 133.00

Total Fees \$140,236.50

Adjustment (10% Discount) \$ (14,023.65)

Total Adjusted Fees \$126,212.85

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Alexander Grishman	8.80	\$1,075.00	\$9,460.00
Eli Columbus	1.30	\$1,050.00	\$1,365.00
J. Frasher Murphy	4.00	\$1,100.00	\$4,400.00
Matt Ferris	43.80	\$1,000.00	\$43,800.00
Matthew Frankle	26.60	\$1,150.00	\$30,590.00
Michael Freeman	10.60	\$1,000.00	\$10,600.00
Richard Kanowitz	16.10	\$1,400.00	\$22,540.00
Emilie Battipede	8.40	\$775.00	\$6,510.00
Jordan Chavez	1.50	\$775.00	\$1,162.50
Tom Zavala	6.80	\$730.00	\$4,964.00
Jarom J Yates	5.10	\$950.00	\$4,845.00
Total Professional Summary			\$140,236.50

Total Fees, Expenses and Charges \$126,212.85

Total Amount Due USD \$126,212.85

HAYNES BOONE

Invoice Number: 21580702
Invoice Date: March 22, 2023
Matter Name: Avoidance Actions
Client/Matter Number: 0063320.00004
Billing Attorney: Alexander Grishman

BlockFi, Inc.
Flori Marquez
115 Broadway
11th Floor
New York, NY 10006

REMITTANCE PAGE

For Professional Services Through February 28, 2023

Total Fees	\$4,200.00
Adjustment (10% Discount)	\$ (420.00)
Total Adjusted Fees	\$3,780.00
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$3,780.00
Total Invoice Balance Due	USD \$3,780.00

Haynes and Boone, LLP Tax Identification No: 75-1312888

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **111-000-025** Operating Account No.: **018-08-3729-4**

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **0260-0959-3** Operating Account No.: **018-08-3729-4**
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number **21580702** • Client Number **0063320.00004** • Attorney **Alexander Grishman**

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21580702
Matter Name: Avoidance Actions
Client/Matter Number: 0063320.00004
Billing Attorney: Alexander Grishman

March 22, 2023
Page 2 of 2

For Professional Services Through February 28, 2023

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/01/23	Richard Kanowitz	Review and analyze BRG report on preference analysis in regard to Wallet motion and relief sought therein.	1.10
02/01/23	J. Frasher Murphy	Review and analysis of avoidance claim issues with respect to Wallet motion and related matters (.6); analysis of materials prepared in connection with same (.4); strategy development in connection with avoidance issues (.4).	1.40
02/03/23	Richard Kanowitz	Prepare for and attend conference call with BRG, BlockFi financial team, UCC counsel, and M3 concerning preference analysis and related issues.	0.80

Chargeable Hours 3.30

Total Fees	\$4,200.00
Adjustment (10% Discount)	\$ (420.00)
Total Adjusted Fees	\$3,780.00

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
J. Frasher Murphy	1.40	\$1,100.00	\$1,540.00
Richard Kanowitz	1.90	\$1,400.00	<u>\$2,660.00</u>
Total Professional Summary			\$4,200.00

Total Fees, Expenses and Charges	\$3,780.00
Total Amount Due	USD \$3,780.00

HAYNES BOONE

Invoice Number: 21580703
Invoice Date: March 22, 2023
Matter Name: Business Operations
Client/Matter Number: 0063320.00005
Billing Attorney: Alexander Grishman

BlockFi, Inc.
Flori Marquez
115 Broadway
11th Floor
New York, NY 10006

REMITTANCE PAGE

For Professional Services Through February 28, 2023

Total Fees	\$23,713.50
Adjustment (10% Discount)	\$ (2,371.35)
Total Adjusted Fees	\$21,342.15
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$21,342.15
Total Invoice Balance Due	USD \$21,342.15

Haynes and Boone, LLP Tax Identification No: 75-1312888

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **111-000-025** Operating Account No.: **018-08-3729-4**

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **0260-0959-3** Operating Account No.: **018-08-3729-4**
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number **21580703** • Client Number **0063320.00005** • Attorney **Alexander Grishman**

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21580703
Matter Name: Business Operations
Client/Matter Number: 0063320.00005
Billing Attorney: Alexander Grishman

March 22, 2023
Page 2 of 4

For Professional Services Through February 28, 2023

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/01/23	Alexander Grishman	Review Moelis presentation on intercompany services and expense reimbursement (.8); review issues with Intercompany Loan Agreement (.4); draft comments to Moelis and K&E (.5).	1.70
02/01/23	J. Frasher Murphy	Finalize response to [REDACTED] inquiries on amounts owing (.3); correspondence with company representatives regarding same (.2).	0.50
02/02/23	Jordan Chavez	Correspond with Ms. Henry and Mr. Steele regarding [REDACTED] payments.	0.50
02/03/23	Jordan Chavez	Review [REDACTED] demand letter correspondence and discuss with Ms. Sherald and Mr. Murphy (.3); correspond with Ms. Henry and Mr. Petrie regarding ordinary course professionals (.3).	0.60
02/03/23	Matthew Frankle	Attend board meeting for BV Power Alpha.	0.30
02/06/23	Matthew Frankle	Review of Call Option Analysis prepared by BRG (.4); discussions on same with R. Kanowitz and A. Grishman (.3).	0.70
02/06/23	Richard Kanowitz	Review and analyze BRG analysis for purchase of BTC and/or spot and call options.	0.70
02/06/23	Richard Kanowitz	Review and analyze BRG presentation on crypto hedging options.	0.60
02/07/23	Jordan Chavez	Correspond with [REDACTED] team regarding updates on payment demand (.1); review intercompany services agreement and correspond with Mr. Kanowitz and Ms. Henry regarding same (.3).	0.40
02/07/23	Alexander Grishman	Review master intercompany loan agreement to address issue raised by Moelis (.9); draft responses to Moelis / M3 questions regarding historical institutional loan transactions (.8); discuss institutional loan transactions with Mr. Frankle (.5); attend call with Moelis, BlockFi and Mr. Kanowitz to discuss loan/transactions (.7)	2.90
02/08/23	Jordan Chavez	Correspond with Ms. Henry regarding intercompany services agreement (.2); correspond with Mr. Kanowitz regarding UCC webpage request from Kroll (.2).	0.40
02/09/23	Alexander Grishman	Review [REDACTED] in response to email from M. Renzi.	1.10
02/10/23	Jordan Chavez	Correspond with Mr. Cheela, Mr. Murphy, and Nirnjan regarding [REDACTED] demand and follow up discussions.	0.30
02/13/23	Jordan Chavez	Correspond with [REDACTED] and internal team regarding stock discussion.	0.60

Invoice Number: 21580703
Matter Name: Business Operations
Client/Matter Number: 0063320.00005
Billing Attorney: Alexander Grishman

March 22, 2023
Page 3 of 4

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/16/23	Jordan Chavez	Correspond with Mr. Niranjana regarding [REDACTED] demand and meeting with counsel to discuss same.	0.30
02/16/23	J. Frasher Murphy	Review and analyze correspondence from Connecticut Department of Banking regarding license revocation.	0.20
02/17/23	Matthew Frankle	Provide advice to BlockFi on response to [REDACTED] reservation of rights.	0.20
02/17/23	Matthew Frankle	Attend board meeting for JV.	0.40
02/17/23	Alexander Grishman	Attention to issues regarding BlockFi Private Client product (.9); attention to terms of settlement and related products (1.2); discuss same with Mr. Gottschall (.5).	2.60
02/20/23	Jordan Chavez	Correspond with [REDACTED] counsel, Mr. Cheela, and Ms. Duhl regarding [REDACTED] demand letter and related issues (.6); correspond with Mr. Mayers, Mr. Kirschner, Ms. Thorne, Mr. Murphy, and Mr. Kanowitz regarding money transmitter bond information requests (.5).	1.10
02/20/23	ReNecia Sherald	Conference with [REDACTED] and counsel regarding demand for payment (0.6); review authorities on [REDACTED] (1.5).	2.10
02/21/23	Jordan Chavez	Correspond with Ms. Duhl and Ms. Sherald regarding [REDACTED] demand and related issues.	0.80
02/21/23	ReNecia Sherald	Review adversary procedures (0.5); conference regarding status of demand for payment from [REDACTED] (0.4); review correspondence regarding [REDACTED] transaction (1.5).	2.40
02/22/23	Jordan Chavez	Correspond with Mr. Shreekanth and Ms. Duhl regarding [REDACTED] negotiations and fees.	0.30
02/22/23	ReNecia Sherald	Review correspondence with [REDACTED] regarding background on liquidation of computers.	0.20
02/23/23	Richard Kanowitz	Review and respond to emails from OFR concerning suspension of monetary transmission license for BF Trading by State of Florida.	0.30
02/24/23	Matthew Frankle	Attend board meeting for JV.	0.40
02/26/23	Jordan Chavez	Review and revise initial response to [REDACTED] and correspond with BlockFi legal team regarding same.	0.20
02/28/23	Alexander Grishman	Review regulatory talking points prepared by K&E (1.0); discuss talking points with Mr. Frankle (.5); discuss talking points with Mr. Gottschall (.6).	2.10

Invoice Number: 21580703
Matter Name: Business Operations
Client/Matter Number: 0063320.00005
Billing Attorney: Alexander Grishman

March 22, 2023
Page 4 of 4

Chargeable Hours 24.90

Total Fees	\$23,713.50
Adjustment (10% Discount)	\$ (2,371.35)
Total Adjusted Fees	\$21,342.15

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Alexander Grishman	10.40	\$1,075.00	\$11,180.00
J. Frasher Murphy	0.70	\$1,100.00	\$770.00
Matthew Frankle	2.00	\$1,150.00	\$2,300.00
Richard Kanowitz	1.60	\$1,400.00	\$2,240.00
Jordan Chavez	5.50	\$775.00	\$4,262.50
ReNecia Sherald	4.70	\$630.00	<u>\$2,961.00</u>
Total Professional Summary			\$23,713.50

Total Fees, Expenses and Charges	\$21,342.15
Total Amount Due	USD \$21,342.15

HAYNES BOONE

Invoice Number: 21580704
Invoice Date: March 22, 2023
Matter Name: Case Administration
Client/Matter Number: 0063320.00006
Billing Attorney: Alexander Grishman

BlockFi, Inc.
Flori Marquez
115 Broadway
11th Floor
New York, NY 10006

REMITTANCE PAGE

For Professional Services Through February 28, 2023

Total Fees	\$18,787.00
Adjustment (10% Discount)	\$ (1,878.70)
Total Adjusted Fees	\$16,908.30
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$16,908.30
Total Invoice Balance Due	USD \$16,908.30

Haynes and Boone, LLP Tax Identification No: 75-1312888

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **111-000-025** Operating Account No.: **018-08-3729-4**

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **0260-0959-3** Operating Account No.: **018-08-3729-4**
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number **21580704** • Client Number **0063320.00006** • Attorney **Alexander Grishman**

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21580704
Matter Name: Case Administration
Client/Matter Number: 0063320.00006
Billing Attorney: Alexander Grishman

March 22, 2023
Page 2 of 4

For Professional Services Through February 28, 2023

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/01/23	Jordan Chavez	Correspond with Ms. Hollander regarding upcoming filings and procedures related to same.	0.30
02/01/23	Matthew Frankle	Review of intercompany transaction presentation.	0.20
02/01/23	Kimberly Morzak	Update database with additional entered orders.	0.10
02/06/23	ReNecia Sherald	Review turnover motion briefing and objections/challenges (2.7); draft summary regarding the same (0.4).	3.10
02/07/23	Kimberly Morzak	Update database with entered orders.	0.20
02/07/23	Tom Zavala	Attend workstreams conference call with Haynes and Boone and Kirkland.	0.30
02/08/23	Kimberly Morzak	Upload entered court order into database.	0.70
02/09/23	J. Frasher Murphy	Review updated case docket report and recently filed pleadings, notices, and entered orders.	0.60
02/09/23	ReNecia Sherald	Revise removal extension motion (1.1); prepare bridge order on the same (0.7).	1.80
02/13/23	Jordan Chavez	Discuss upcoming motions and deadlines with Mr. Kanowitz and schedule all hands meeting regarding same.	0.50
02/15/23	Jordan Chavez	Correspond with Ms. Marquez, Mr. Fox, Mr. Petrie, and Ms. Morzak regarding meeting updates and case timelines and deadlines.	1.00
02/16/23	Jordan Chavez	Lead team meeting regarding workstreams and upcoming filings and update workstream tracker accordingly.	0.80
02/16/23	Matt Ferris	Review and consideration of case status, work streams, pending deadlines, and next steps.	1.00
02/16/23	Matthew Frankle	Update call with Haynes and Boone team regarding status of work streams.	0.50
02/16/23	Alexander Grishman	Attend workstream call.	0.50
02/16/23	Charlie M. Jones	Prepare for and participate in team meeting regarding work flow assignments and related processes.	0.60
02/16/23	Kenric D. Kattner	Review and comment on workstream agenda.	1.00

Invoice Number: 21580704
Matter Name: Case Administration
Client/Matter Number: 0063320.00006
Billing Attorney: Alexander Grishman

March 22, 2023
Page 3 of 4

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/16/23	Kourtney Lyda	Participate in team meeting regarding case administration, work streams and related matters.	0.10
02/16/23	Kimberly Morzak	Attend Haynes and Boone team call regarding status of pending matters.	0.50
02/16/23	Kenneth J. Rusinko	Participate in zoom status conference with team.	0.50
02/16/23	Leslie C. Thorne	Prepare for and participate in all-hands call to discuss status on all workstreams.	0.50
02/16/23	Tom Zavala	Attend all hands workstream call.	0.50
02/17/23	Matthew Frankle	Review of [REDACTED] and discussions with J. Mayers and Ross Kirschner on same.	0.80
02/17/23	Matthew Frankle	Call with BlockFi and K&E regarding [REDACTED].	0.50
02/18/23	Jordan Chavez	Correspond with Mr. Murphy and Mr. Kanowitz regarding BlockFi legal meetings and deadlines.	0.20
02/20/23	Jordan Chavez	Correspond with Ms. Morzak and Mr. Rusinko regarding case calendar for BlockFi legal team.	0.20
02/21/23	Jordan Chavez	Coordinate scheduling for upcoming events, hearings, and deadlines for client records.	0.40
02/22/23	Jordan Chavez	Correspond with Kroll team regarding updates to service list.	0.20
02/23/23	Jordan Chavez	Correspond with Kirkland team regarding workstream coordination.	0.50
02/23/23	Kimberly Morzak	Update database with newly entered court orders.	0.20
02/23/23	Tom Zavala	Attend workstreams call with Kirkland.	0.50
02/24/23	Kimberly Morzak	Work on updating hearing dates and related deadlines in calendars.	0.20
02/24/23	Tom Zavala	Correspond with Kroll and J. Chavez regarding May estimate.	0.10
02/26/23	J. Frasher Murphy	Review updated case docket report and recently filed pleadings and notices.	0.40
02/27/23	Jordan Chavez	Correspond with Mr. Zavala and Mr. Jacobson regarding case timeline and ownership overview.	0.40
02/27/23	Tom Zavala	Review workstreams spreadsheet and prepare case calendar to assist Kroll with fee estimate (1.4); correspond with J. Chavez and Kirkland team regarding same (.2).	1.60
02/28/23	Jordan Chavez	Correspond with Mr. Kanowitz, Mr. Petrie, and Ms. Yudkin regarding trustee inquiries and related issues.	0.40

Invoice Number: 21580704
Matter Name: Case Administration
Client/Matter Number: 0063320.00006
Billing Attorney: Alexander Grishman

March 22, 2023
Page 4 of 4

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/28/23	Matt Ferris	Review and analysis of ad hoc committee's letter to U.S. Trustee requesting appointment of official wallet holder committee.	0.20
02/28/23	Alexander Grishman	Review letter from Troutman Pepper to U.S. Trustee regarding appointment of Ad Hoc Committee of Wallet holders.	0.40
02/28/23	Kimberly Morzak	Upload entered orders into database.	0.20

Chargeable Hours 22.70

Total Fees \$18,787.00

Adjustment (10% Discount) \$ (1,878.70)

Total Adjusted Fees \$16,908.30

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Alexander Grishman	0.90	\$1,075.00	\$967.50
Charlie M. Jones	0.60	\$1,000.00	\$600.00
J. Frasher Murphy	1.00	\$1,100.00	\$1,100.00
Kenric D. Kattner	1.00	\$1,525.00	\$1,525.00
Leslie C. Thorne	0.50	\$1,100.00	\$550.00
Matt Ferris	1.20	\$1,000.00	\$1,200.00
Matthew Frankle	2.00	\$1,150.00	\$2,300.00
Jordan Chavez	4.90	\$775.00	\$3,797.50
ReNecia Sherald	4.90	\$630.00	\$3,087.00
Tom Zavala	3.00	\$730.00	\$2,190.00
Kourtney Lyda	0.10	\$1,050.00	\$105.00
Kenneth J. Rusinko	0.50	\$525.00	\$262.50
Kimberly Morzak	2.10	\$525.00	\$1,102.50

Total Professional Summary \$18,787.00

Total Fees, Expenses and Charges \$16,908.30

Total Amount Due USD \$16,908.30

HAYNES BOONE

Invoice Number: 21580705

Invoice Date: March 22, 2023

Matter Name: Claims Administration and Objections

Client/Matter Number: 0063320.00007

Billing Attorney: Alexander Grishman

BlockFi, Inc.
Flori Marquez
115 Broadway
11th Floor
New York, NY 10006

REMITTANCE PAGE

For Professional Services Through February 28, 2023

Total Fees	\$16,148.50
Adjustment (10% Discount)	\$ (1,614.85)
Total Adjusted Fees	\$14,533.65
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$14,533.65
Total Invoice Balance Due	USD \$14,533.65

Haynes and Boone, LLP Tax Identification No: 75-1312888

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **111-000-025** Operating Account No.: **018-08-3729-4**

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **0260-0959-3** Operating Account No.: **018-08-3729-4**
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number **21580705** • Client Number **0063320.00007** • Attorney **Alexander Grishman**

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21580705
Matter Name: Claims Administration and Objections
Client/Matter Number: 0063320.00007
Billing Attorney: Alexander Grishman

March 22, 2023
Page 2 of 3

For Professional Services Through February 28, 2023

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/01/23	Richard Kanowitz	Conference call with J. Germano concerning creditor claims against BlockFi and Government rights to distributions to creditors based on seizure warrants.	0.40
02/01/23	Kourtney Lyda	Review Indenture regarding whether [REDACTED] has the ability to file a proof of claim.	0.50
02/02/23	Alexander Grishman	Review BIA indenture for [REDACTED] proof of claims authorization (.4); attend Zoom meeting to discuss [REDACTED] claims (.5).	0.90
02/02/23	Kourtney Lyda	Confer with Ms. Chavez regarding [REDACTED] filing of claim.	0.50
02/02/23	J. Frasher Murphy	Numerous emails with client regarding claims reconciliation process for U.S. and International (.6); prepare response for client to provide in connection with creditor inquiries (.4).	1.00
02/06/23	Richard Kanowitz	Review and respond to emails from creditors concerning Kroll portal for review of claim amounts.	0.40
02/07/23	J. Frasher Murphy	Analysis of issues regarding claims reconciliation motion.	0.20
02/09/23	Alexander Grishman	Review Claims presentation.	0.80
02/14/23	Jordan Chavez	Correspond with Kroll team, Mr. Zavala, Mr. Jacobson, Mr. Wolf, and Mr. Uduwana regarding various inquiries from clients related to filing proofs of claim.	1.00
02/15/23	Richard Kanowitz	Review and analyze UCC comments to motion to establish claim objection procedures.	0.60
02/17/23	J. Frasher Murphy	Review and analyze issues regarding claims procedures motion.	0.40
02/21/23	Tom Zavala	Draft and revise objection to claims [REDACTED].	3.50
02/22/23	Richard Kanowitz	Review and respond to emails from BlockFi legal concerning tax claims and reconciliation of same.	0.30
02/23/23	Richard Kanowitz	Review and analyze UCC proposal for instructions and directions to creditors concerning filing proofs of claim.	0.60

Invoice Number: 21580705
Matter Name: Claims Administration and Objections
Client/Matter Number: 0063320.00007
Billing Attorney: Alexander Grishman

March 22, 2023
Page 3 of 3

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/27/23	Tom Zavala	Draft and revise objection to [REDACTED] claims (2.0); attend call with Duane Morris attorney regarding objection to claims procedures order and follow up call with Ms. Chavez (.4); review claims procedures orders entered in other cases and draft and revise claims procedures order to address Duane Morris comment (1.3).	3.70
02/28/23	Richard Kanowitz	Prepare for and conduct conference call with BlockFi legal concerning tax claims against BlockFi and responses to levies against customer property.	0.60
02/28/23	Richard Kanowitz	Review and analyze edits and modifications to UCC Claim FAQ for creditors on filing proofs of claims.	0.70
02/28/23	J. Frasher Murphy	Analysis of issues regarding potential claims against Debtors for purposes of liquidation analysis (.2); call with BRG regarding same (.2)	0.40

Chargeable Hours 16.50

Total Fees	\$16,148.50
Adjustment (10% Discount)	\$ (1,614.85)
Total Adjusted Fees	\$14,533.65

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Alexander Grishman	1.70	\$1,075.00	\$1,827.50
J. Frasher Murphy	2.00	\$1,100.00	\$2,200.00
Richard Kanowitz	3.60	\$1,400.00	\$5,040.00
Jordan Chavez	1.00	\$775.00	\$775.00
Tom Zavala	7.20	\$730.00	\$5,256.00
Kourtney Lyda	1.00	\$1,050.00	\$1,050.00

Total Professional Summary \$16,148.50

Total Fees, Expenses and Charges	\$14,533.65
Total Amount Due	USD \$14,533.65

HAYNES BOONE

Invoice Number: 21580706
Invoice Date: March 22, 2023
Matter Name: Employee Issues and Related Matters
Client/Matter Number: 0063320.00008
Billing Attorney: Alexander Grishman

BlockFi, Inc.
Flori Marquez
115 Broadway
11th Floor
New York, NY 10006

REMITTANCE PAGE

For Professional Services Through February 28, 2023

Total Fees	\$1,397.50
Adjustment (10% Discount)	\$ (139.75)
Total Adjusted Fees	\$1,257.75
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$1,257.75
Total Invoice Balance Due	USD \$1,257.75

Haynes and Boone, LLP Tax Identification No: 75-1312888

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **111-000-025** Operating Account No.: **018-08-3729-4**

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **0260-0959-3** Operating Account No.: **018-08-3729-4**
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number **21580706** • Client Number **0063320.00008** • Attorney **Alexander Grishman**

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21580706
Matter Name: Employee Issues and Related Matters
Client/Matter Number: 0063320.00008
Billing Attorney: Alexander Grishman

March 22, 2023
Page 2 of 2

For Professional Services Through February 28, 2023

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/08/23	Richard Kanowitz	Review and respond to emails from [REDACTED] concerning [REDACTED]. [REDACTED]	0.30
02/08/23	Richard Kanowitz	Conference call with BlockFi business team concerning [REDACTED]. [REDACTED]	0.20
02/13/23	Jordan Chavez	Prepare materials for employee presentation and correspond with Ms. Adami and Mr. Wolf regarding same.	0.50
02/14/23	Jordan Chavez	Attend BlockFi employee meeting and correspond with employees regarding claim filing process and bar date package.	0.40

Chargeable Hours 1.40

Total Fees	\$1,397.50
Adjustment (10% Discount)	\$ (139.75)
Total Adjusted Fees	\$1,257.75

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard Kanowitz	0.50	\$1,400.00	\$700.00
Jordan Chavez	0.90	\$775.00	<u>\$697.50</u>
Total Professional Summary			\$1,397.50

Total Fees, Expenses and Charges	\$1,257.75
Total Amount Due	USD \$1,257.75

HAYNES BOONE

Invoice Number: 21580707
Invoice Date: March 22, 2023
Matter Name: Fee/Employment Applications
Client/Matter Number: 0063320.00009
Billing Attorney: Alexander Grishman

BlockFi, Inc.
Flori Marquez
115 Broadway
11th Floor
New York, NY 10006

REMITTANCE PAGE

For Professional Services Through February 28, 2023

Total Fees	\$53,132.50
Adjustment (10% Discount)	\$ (5,313.25)
Total Adjusted Fees	\$47,819.25
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$47,819.25
Total Invoice Balance Due	USD \$47,819.25

Haynes and Boone, LLP Tax Identification No: 75-1312888

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **111-000-025** Operating Account No.: **018-08-3729-4**

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **0260-0959-3** Operating Account No.: **018-08-3729-4**
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number **21580707** • Client Number **0063320.00009** • Attorney **Alexander Grishman**

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21580707
Matter Name: Fee/Employment Applications
Client/Matter Number: 0063320.00009
Billing Attorney: Alexander Grishman

March 22, 2023
Page 2 of 6

For Professional Services Through February 28, 2023

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/01/23	Jordan Chavez	Correspond with Mr. Opdal regarding ordinary course professional procedures for Schjodt.	0.30
02/01/23	Richard Kanowitz	Review and respond to emails on preparation and filing of OCP declarations and questionnaires.	0.20
02/02/23	Alexander Grishman	Initial review of drafts of fee statements .	0.90
02/04/23	Richard Kanowitz	Review and respond to emails from UCC concerning resolution of Moelis retention objections.	0.30
02/06/23	Jordan Chavez	Review and revise Kroll retention order and correspond with Mr. Sponder and Ms. Weiner regarding same.	0.40
02/06/23	Jordan Chavez	Review and summarize additional OCP requirements and correspond with BlockFi team regarding same.	0.50
02/06/23	Richard Kanowitz	Review and respond to emails from OCPs concerning data and information required for declarations and questionnaires in support of retention.	0.20
02/06/23	Richard Kanowitz	Conference with BlockFi legal and financial teams concerning payment of invoices and allocation of fees and expenses to BF International and US debtors.	0.80
02/06/23	Kimberly Morzak	Review and revise time entries for compliance with U.S. Trustee guidelines.	3.70
02/07/23	Jordan Chavez	Review and revise ordinary course declarations and questionnaires for Schjodt and Ecovis and correspond with counsel regarding same (.7); review Ecovis engagement information and fee caps and correspond with Mr. Assefa regarding same (.3); correspond with Ms. Hammer regarding Morris Nichols Ordinary Course Professionals retention (.2).	1.20
02/07/23	Alexander Grishman	Attention to billing issues to comply with U.S. Trustee requirements.	0.60
02/07/23	Richard Kanowitz	Review and respond to emails concerning Ordinary Course Professionals declarations and questionnaires for retention of professionals.	0.30
02/07/23	Kimberly Morzak	Draft second fee and expense statement (.6); continue reviewing and revising time entries to conform to U.S. Trustee Guidelines (3.5).	4.10
02/08/23	Jordan Chavez	Correspond with Ms. Henry, Mr. Steele, and BRG team regarding Kroll pro formas and bar date package fees.	0.30

Invoice Number: 21580707
Matter Name: Fee/Employment Applications
Client/Matter Number: 0063320.00009
Billing Attorney: Alexander Grishman

March 22, 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/08/23	Jordan Chavez	Correspond with Mr. Johnson regarding retention of Johnson Gardiner as Ordinary Course Professionals.	0.20
02/09/23	Alexander Grishman	Attention to U.S. Trustee requirements for fee statement.	0.60
02/09/23	Kourtney Lyda	Work on matters in furtherance of Haynes and Boone's second monthly fee statement and confer with Alex Grishman regarding same.	4.20
02/10/23	Richard Kanowitz	Review and respond to emails from Ordinary Course Professionals on filing of declaration and questionnaire for retention.	0.20
02/10/23	Richard Kanowitz	Review and respond to emails from UCC concerning resolution of objection to Moelis retention and order approving same.	0.30
02/10/23	Kenneth J. Rusinko	Research and confer with K. Lyda regarding follow up on conflicts matters.	0.40
02/11/23	Kourtney Lyda	Continue working on Haynes and Boone monthly fee statement to comply with U.S. Trustee requirements.	1.50
02/13/23	Jordan Chavez	Correspond with Ms. Henry and BlockFi legal regarding ordinary course professional documents and procedures (.3); review, revise, and finalize ordinary course declaration and questionnaire for Morris Nichols and correspond with Ms. Hammer and Ms. Hollander regarding same (.4); correspond with Ms. Germano regarding Germano Law ordinary course professional materials (.3).	1.00
02/13/23	Jordan Chavez	Correspond with Mr. McCarthy regarding professional fee allocation model.	0.20
02/13/23	Alexander Grishman	Start review and revision to exhibits to fee application for January 2023.	1.90
02/13/23	Richard Kanowitz	Review and analyze email and attachments from U.S. Trustee on new fee guidelines and protocols.	0.90
02/14/23	Jordan Chavez	Correspond with Mr. Koch, Mr. Kanowitz, and Ms. Lyda regarding additional parties in interest conflicts check.	0.30
02/14/23	Jordan Chavez	Correspond with Ms. Hammer, Mr. Kanowitz and Ms. Germano regarding ordinary course professional declarations and questionnaires (.6); review and finalize Hodgson Russ ordinary course professional materials and correspond with Mr. Kanowitz and Ms. Hollander regarding same (.5).	1.10
02/15/23	Jordan Chavez	Correspond with Mr. Rodda regarding additional connections for retention (.2); review and analyze Cole Schotz invoice and payment instructions and correspond with Mr. Kanowitz and Ms. Henry regarding same (.4).	0.60

Invoice Number: 21580707
Matter Name: Fee/Employment Applications
Client/Matter Number: 0063320.00009
Billing Attorney: Alexander Grishman

March 22, 2023
Page 4 of 6

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/15/23	Jordan Chavez	Review, revise, and finalize Ordinary Course Professional declarations and materials for Ms. Germano and Covington and correspond with Ms. Germano, Mr. Nonaka, and Ms. Hollander regarding same (.8); correspond with Ms. Hollander regarding trustee inquiries related to Johnson Gardiner ordinary course professional materials (.2); correspond with Ms. Henry and Mr. Rho regarding international invoices (.3).	1.30
02/15/23	Alexander Grishman	Finish review and revisions to exhibits to fee statement.	1.40
02/15/23	Richard Kanowitz	Review and respond to emails from counsel to Moelis concerning resolution of U.S. Trustee objections to retention application.	0.20
02/15/23	Kourtney Lyda	Review additional parties in interest and confer with Jordan Chavez regarding same.	0.20
02/16/23	Jordan Chavez	Review, analyze, and revise additional connection results and supplemental Kanowitz declaration draft and correspond with Mr. Kanowitz and Ms. Morzak regarding same (1.4); correspond with Ms. Weiner and Ms. Hollander regarding Kroll motion to seal (.2).	1.60
02/16/23	Jordan Chavez	Correspond with Ms. Germano and Ms. Hollander regarding trustee inquiries for Germano Ordinary Course Professionals retention and coordinate responses to Mr. Sponder regarding same (.4); correspond with Mr. Kanowitz and Ms. Yudkin regarding ordinary course professional retainers (.4); review and analyze Ecovis engagement contract and related VAT tax concerns and correspond with Ms. Henry, Mr. Assefa, Mr. Frankle, and Mr. Kanowitz regarding same (1.3).	2.10
02/16/23	Kimberly Morzak	Draft second supplemental Kanowitz declaration in support of Haynes and Boone retention.	2.70
02/17/23	Jordan Chavez	Review and analyze Johnson Gardiner invoices and correspond with Ms. Henry and Mr. Mayers regarding same.	0.20
02/17/23	Richard Kanowitz	Prepare Haynes and Boone monthly fee statement.	0.60
02/17/23	Richard Kanowitz	Review and respond to emails from BlockFi legal and business teams concerning payment of Ordinary Course Professionals fees and expenses.	0.60
02/17/23	Kourtney Lyda	Analysis of matters to comply with U.S. Trustee Guidelines and confer with Alex Grishman regarding same.	0.60
02/17/23	Kourtney Lyda	Work on monthly fee statements to comply with U.S. Trustee Guidelines and confer with Alex Grishman regarding same.	0.50
02/17/23	Kimberly Morzak	Work on draft of January fee and expense statement (1.4); begin working on redacting time entries (1.3).	2.70
02/18/23	Jordan Chavez	Correspond with Mr. Johnson, trustee, and committee counsel regarding ordinary course professional invoices.	0.30

Invoice Number: 21580707
Matter Name: Fee/Employment Applications
Client/Matter Number: 0063320.00009
Billing Attorney: Alexander Grishman

March 22, 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/20/23	Richard D. Anigian	Work on privilege review and redactions for fee applications.	1.90
02/20/23	Alexander Grishman	Attention to fee statement redactions from Mr. Anigian.	0.50
02/20/23	Richard Kanowitz	Review and respond to emails from U.S. Trustee, UCC and other notice parties concerning Ordinary Course Professionals fee statement of Lenworth Johnson.	0.40
02/20/23	Richard Kanowitz	Attention to first and second fee statements for Haynes and Boone and application of payments.	0.60
02/21/23	Jordan Chavez	Correspond with Ms. Yudkin, Mr. Nonaka, and Ms. Remington regarding ordinary course declarations, questionnaires, and trustee requests.	0.60
02/22/23	Jordan Chavez	Correspond with Debtors' professionals regarding supplemental declarations (.3); correspond with Ms. Morzak and Mr. Grishman regarding second monthly fee statement preparation (.4).	0.70
02/22/23	Alexander Grishman	Attention to final comments to fee statement and applicable discount.	0.40
02/22/23	Richard Kanowitz	Work on Haynes and Boone second monthly fee statement.	0.60
02/22/23	Kimberly Morzak	Revise second monthly fee and expense statement (.2); review final invoices and mark redactions on same (4.4).	4.60
02/23/23	Jordan Chavez	Review, revise, redact, and finalize monthly fee statement and correspond with Ms. Morzak and Ms. Yudkin regarding same (3.0); review, revise, and finalize supplemental Kanowitz declaration and correspond with Mr. Koch and Ms. Hollander regarding same (.5); review and analyze Kroll fee application and correspond with Ms. Hollander and Mr. Brunswick regarding same (.3).	3.80
02/23/23	Kimberly Morzak	Finalize second monthly fee statement and exhibits (.3); prepare redacted and unredacted versions of Kanowitz second supplemental declaration in support of Haynes and Boone retention (.6).	0.90
02/24/23	Jordan Chavez	Correspond with Ms. Henry, Cole Schotz, BRG, and Kirkland teams regarding BlockFi invoicing and payment procedures.	0.40
02/24/23	Richard Kanowitz	Attention to second supplemental affidavits and court filings in support of retention applications.	0.60
02/24/23	Richard Kanowitz	Review and respond to emails from BRG concerning fee estimates and budget items for professional fees.	0.30
02/27/23	Kourtney Lyda	Review and analysis of parties in interest for Supplemental Declaration in Support of Retention.	1.00

Invoice Number: 21580707
Matter Name: Fee/Employment Applications
Client/Matter Number: 0063320.00009
Billing Attorney: Alexander Grishman

March 22, 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/28/23	Alexander Grishman	Attention to questions from Mr. Sponder regarding second supplemental declaration (.8); review files to determine responses and send same to Ms. Chavez (.4).	1.20
02/28/23	Richard Kanowitz	Review and respond to emails from U.S. Trustee concerning follow up questions on second supplemental declaration submitted in connection with Haynes and Boone retention.	0.60
02/28/23	J. Frasher Murphy	Analysis of issues regarding fee procedures and related matters.	0.30

Chargeable Hours 61.60

Total Fees	\$53,132.50
Adjustment (10% Discount)	\$ (5,313.25)
Total Adjusted Fees	\$47,819.25

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Alexander Grishman	7.50	\$1,075.00	\$8,062.50
J. Frasher Murphy	0.30	\$1,100.00	\$330.00
Richard D. Anigian	1.90	\$1,200.00	\$2,280.00
Richard Kanowitz	7.70	\$1,400.00	\$10,780.00
Jordan Chavez	17.10	\$775.00	\$13,252.50
Kourtney Lyda	8.00	\$1,050.00	\$8,400.00
Kenneth J. Rusinko	0.40	\$525.00	\$210.00
Kimberly Morzak	18.70	\$525.00	\$9,817.50
Total Professional Summary			\$53,132.50

Total Fees, Expenses and Charges	\$47,819.25
Total Amount Due	USD \$47,819.25

HAYNES BOONE

Invoice Number: 21580708
Invoice Date: March 22, 2023
Matter Name: Contested Matters
Client/Matter Number: 0063320.00012
Billing Attorney: Alexander Grishman

BlockFi, Inc.
Flori Marquez
115 Broadway
11th Floor
New York, NY 10006

REMITTANCE PAGE

For Professional Services Through February 28, 2023

Total Fees	\$67,559.50
Adjustment (10% Discount)	\$ (6,755.95)
Total Adjusted Fees	\$60,803.55
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$60,803.55
Total Invoice Balance Due	USD \$60,803.55

Haynes and Boone, LLP Tax Identification No: 75-1312888

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **111-000-025** Operating Account No.: **018-08-3729-4**

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **0260-0959-3** Operating Account No.: **018-08-3729-4**
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number **21580708** • Client Number **0063320.00012** • Attorney **Alexander Grishman**

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21580708
Matter Name: Contested Matters
Client/Matter Number: 0063320.00012
Billing Attorney: Alexander Grishman

March 22, 2023
Page 2 of 7

For Professional Services Through February 28, 2023

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/01/23	Richard D. Anigian	Review draft [REDACTED].	0.20
02/01/23	Jordan Chavez	Correspond with Mr. Kirschner, Ms. Duhl, Mr. Kanowitz, Ms. Thorne, and Mr. Baer regarding [REDACTED] (.7); correspond with Ms. Sherald, Mr. Kanowitz, and Ms. Thorne regarding [REDACTED] (.4).	1.10
02/01/23	Matthew Frankle	Call with Y. Mushkin at BlockFi regarding [REDACTED].	0.50
02/01/23	Richard Kanowitz	Prepare for and attend conference call with UCC, Ad Hoc Group and [REDACTED] concerning scheduling of briefing scheduling on Wallet disputes.	0.40
02/01/23	Leslie C. Thorne	Prepare for and participate in call with in-house counsel regarding [REDACTED] (0.5); correspond with Mr. Cheela (0.1); confer with Ms. Larkin regarding [REDACTED] (0.1).	0.70
02/01/23	Tiffany Thrasher	Follow up on status of service through The Hague Convention.	0.30
02/02/23	Alexandra Larkin	Review correspondence regarding negotiations of amounts due to BlockFi.	0.60
02/03/23	Richard Kanowitz	Review and respond to emails concerning request by DOJ/Western District of Washington for turn-over of client crypto based on seizure warrants issued to BlockFi pre-bankruptcy.	0.60
02/03/23	Alexandra Larkin	Review operative agreements regarding [REDACTED] and related correspondence to analyze issues.	1.20
02/03/23	ReNecia Sherald	Research and analyze authorities regarding [REDACTED].	2.60
02/03/23	Leslie C. Thorne	Analyze strategy for [REDACTED] same with Ms. Larkin.	0.60
02/06/23	Richard Kanowitz	Review and respond to emails concerning [REDACTED]	0.40
02/06/23	Richard Kanowitz	Review and analyze cases and precedents to [REDACTED]	0.90
02/06/23	Alexandra Larkin	Review [REDACTED] operative agreements and analyze same.	1.80
02/06/23	Leslie C. Thorne	Correspond with client team regarding [REDACTED] (0.1); analyze [REDACTED] and correspond with Ms. Larkin regarding same (0.2).	0.30

Invoice Number: 21580708
Matter Name: Contested Matters
Client/Matter Number: 0063320.00012
Billing Attorney: Alexander Grishman

March 22, 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/07/23	Richard D. Anigian	Conference call with client regarding [REDACTED] (0.5); conference call with DOJ Team in connection with same (0.5).	1.00
02/07/23	Richard Kanowitz	Communications with BlockFi legal and business teams concerning [REDACTED] [REDACTED]	0.70
02/07/23	Richard Kanowitz	Prepare for and conduct conference calls with DOJ and BlockFi legal team concerning [REDACTED] [REDACTED]	0.80
02/07/23	Alexandra Larkin	Review Deserve agreement and analyze [REDACTED] (.2); summarize same for L. Thorne (.2).	0.40
02/07/23	Chelsea Leitch	Prepare and distribute summary of relevant provisions in [REDACTED] agreements regarding [REDACTED].	0.80
02/07/23	J. Frasher Murphy	Analysis of issues regarding turnover motion related to [REDACTED]	0.40
02/07/23	ReNecia Sherald	Review and analyze authorities on [REDACTED] [REDACTED]	1.60
02/08/23	Richard D. Anigian	Analysis regarding [REDACTED] and discuss strategy regarding same.	0.60
02/08/23	Alexander Grishman	Review email summary from Ms. Duhl regarding [REDACTED] [REDACTED] (.3); attention to strategy emails regarding [REDACTED] [REDACTED] (.4); review email and provide responses to Ms. Leitch and Ms. Thorne on [REDACTED] (1.0).	1.70
02/08/23	Chelsea Leitch	Prepare and send summary of [REDACTED] [REDACTED] to working group.	0.80
02/08/23	ReNecia Sherald	Review authorities on [REDACTED] (1.4); review authorities on [REDACTED] [REDACTED] (1.0).	2.40
02/08/23	Leslie C. Thorne	Review issues related to [REDACTED] [REDACTED]	0.20
02/09/23	Alexandra Larkin	Analyze issues regarding [REDACTED].	1.90
02/09/23	Chelsea Leitch	Telephone conference with Ms. Larkin to discuss [REDACTED] [REDACTED]	0.40
02/09/23	ReNecia Sherald	Review and analyze turnover briefing and related pleadings (2.6); review and analyze Third Circuit and SCOTUS authority [REDACTED] (1.4).	4.00
02/09/23	Leslie C. Thorne	Review and analyze subpoena responses.	0.30

Invoice Number: 21580708
Matter Name: Contested Matters
Client/Matter Number: 0063320.00012
Billing Attorney: Alexander Grishman

March 22, 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/10/23	ReNecia Sherald	Review SCOTUS and Third Circuit authority [REDACTED] (1.5); review relevant case law on the same (1.0); receive and review correspondence regarding DOJ seizure (0.7); review briefing on [REDACTED] (1.4); prepare draft turnover motion (2.8).	7.40
02/10/23	Leslie C. Thorne	Review [REDACTED] and correspond with Ms. Larkin regarding [REDACTED]	0.20
02/13/23	Richard D. Anigian	Analysis of issues related to [REDACTED]	0.40
02/13/23	Alexander Grishman	Review of Credit Enhancement Agreement for the credit card program (.8); review of emails and draft response notes regarding [REDACTED] (.7); attend call to discuss issues with litigators (.6).	2.10
02/13/23	Charlie M. Jones	Conference with Mr. Mallick regarding motion [REDACTED]	0.40
02/13/23	Alexandra Larkin	Attention to [REDACTED] and analysis of same.	0.50
02/13/23	Chelsea Leitch	Prepare for and attend call to discuss [REDACTED].	0.40
02/13/23	ReNecia Sherald	Revise draft turnover motion (2.4); research and analyze Third Circuit authority on [REDACTED] (1.2); review Third Circuit [REDACTED] (0.6).	4.20
02/13/23	Leslie C. Thorne	Prepare for and participate in team strategy call to discuss [REDACTED]	0.50
02/14/23	ReNecia Sherald	Revise draft turnover motion (3.1); review Third Circuit authorities on [REDACTED] (1.1); review Third Circuit authority on [REDACTED] (0.9).	5.10
02/15/23	Richard D. Anigian	Review communications and warrant regarding [REDACTED] regarding Wallet Claims.	0.40
02/15/23	Alexandra Larkin	Review supporting documents and draft letter to [REDACTED] regarding payment demand.	2.20
02/16/23	Jordan Chavez	Correspond with [REDACTED] counsel and BlockFi legal regarding collateral account dispute.	1.00
02/16/23	Richard Kanowitz	Prepare for and conduct conference call with counsel to [REDACTED] concerning indemnification and credit enhancement issues.	0.30
02/16/23	Alexandra Larkin	Analysis of [REDACTED].	0.40
02/16/23	Alexandra Larkin	Draft letter to [REDACTED] regarding amounts due under Credit Enhancement Agreement.	1.90

Invoice Number: 21580708
Matter Name: Contested Matters
Client/Matter Number: 0063320.00012
Billing Attorney: Alexander Grishman

March 22, 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/16/23	ReNecia Sherald	Conference regarding status of [REDACTED] (0.5); conference regarding [REDACTED] (0.3); research authorities regarding the same (1.8).	2.60
02/16/23	Leslie C. Thorne	Prepare for and participate in call with [REDACTED] counsel (0.4); prepare for and participate in call with Ms. Sherald and Ms. Larkin regarding [REDACTED] (0.4).	0.80
02/17/23	Jordan Chavez	Organize counsel discussions regarding [REDACTED].	0.20
02/17/23	Alexandra Larkin	Review and revise draft letter to [REDACTED]	0.50
02/17/23	ReNecia Sherald	Review issues related to [REDACTED] (1.2); receive and review correspondence regarding the same (0.3).	1.50
02/17/23	Leslie C. Thorne	Review and analyze [REDACTED] (0.2); correspond with client regarding strategy for [REDACTED] (0.1); correspond with Ms. Larkin regarding same (0.1).	0.40
02/18/23	Kurt Gottschall	Review allegations made regarding the securities registration status of BlockFi's [REDACTED], including applicable provisions of the Securities Act and certain exemptions thereto.	1.90
02/20/23	Richard D. Anigian	Analysis of authorities regarding [REDACTED]	0.60
02/20/23	Richard D. Anigian	Review communications with DOJ regarding [REDACTED] and Motion for Authority and communications regarding same (0.3); review issues raised by BlockFi Int'l JPLs [REDACTED] (0.2).	0.50
02/20/23	Kurt Gottschall	Review characteristics of BlockFi's [REDACTED] (1.0); review status of BlockFi's payment plan with SEC and NASAA, and status of BlockFi's [REDACTED] (1.2).	2.20
02/20/23	Leslie C. Thorne	Review [REDACTED] position letter and correspond with team regarding same.	0.20
02/22/23	Richard D. Anigian	Review transcript of February 21, 2023 Hearing (0.2); analyze [REDACTED] (0.5); review multiple letters of intent (0.6).	1.30
02/22/23	Alexander Grishman	Review responses to Wallet diligence requests.	0.50
02/22/23	Leslie C. Thorne	Analyze customer complaints regarding inability to pay credit card bills.	0.20
02/23/23	Richard D. Anigian	Work on client communication regarding [REDACTED] (0.3); multiple communications regarding same (0.3).	0.60
02/23/23	Richard Kanowitz	Review and respond to emails concerning motion for turn over concerning credit enhancement collateral held by [REDACTED] for credit card portfolio.	0.30

Invoice Number: 21580708
Matter Name: Contested Matters
Client/Matter Number: 0063320.00012
Billing Attorney: Alexander Grishman

March 22, 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/24/23	Richard D. Anigian	Multiple communications with Government and BlockFi Legal Team regarding proposed motion related to [REDACTED] (0.7); analysis of authorities related to [REDACTED] (0.8); communication in response to BlockFi Int'l JPL's [REDACTED] (0.4).	1.90
02/27/23	Richard D. Anigian	Analysis related to [REDACTED] (0.4); communications with Team and Government regarding same (0.3).	0.70
02/27/23	Richard Kanowitz	Review and respond to emails from Seth Shapiro, DOJ concerning seizure warrants issued to BlockFi and related matters.	0.30
02/27/23	Alexandra Larkin	Revise draft letter to [REDACTED]	0.20
02/27/23	Leslie C. Thorne	Attention to [REDACTED] letter and turnover motion.	0.20
02/28/23	Richard D. Anigian	Multiple communications relating to analysis of [REDACTED] and with the Government regarding upcoming meeting.	0.70
02/28/23	Kurt Gottschall	Review and provided input for planned presentation to [REDACTED].	1.20

Chargeable Hours 77.10

Total Fees	\$67,559.50
Adjustment (10% Discount)	\$ (6,755.95)
Total Adjusted Fees	\$60,803.55

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Alexander Grishman	4.30	\$1,075.00	\$4,622.50
Charlie M. Jones	0.40	\$1,000.00	\$400.00
J. Frasher Murphy	0.40	\$1,100.00	\$440.00
Kurt Gottschall	5.30	\$925.00	\$4,902.50
Leslie C. Thorne	4.60	\$1,100.00	\$5,060.00
Matthew Frankle	0.50	\$1,150.00	\$575.00
Richard D. Anigian	8.90	\$1,200.00	\$10,680.00
Richard Kanowitz	4.70	\$1,400.00	\$6,580.00
Alexandra Larkin	11.60	\$900.00	\$10,440.00
Chelsea Leitch	2.40	\$900.00	\$2,160.00
Jordan Chavez	2.30	\$775.00	\$1,782.50
ReNecia Sherald	31.40	\$630.00	\$19,782.00
Tiffany Thrasher	0.30	\$450.00	\$135.00
Total Professional Summary			\$67,559.50

Invoice Number: 21580708
Matter Name: Contested Matters
Client/Matter Number: 0063320.00012
Billing Attorney: Alexander Grishman

March 22, 2023
Page 7 of 7

Total Fees, Expenses and Charges **\$60,803.55**

Total Amount Due **USD \$60,803.55**

HAYNES BOONE

Invoice Number: 21580709
Invoice Date: March 22, 2023
Matter Name: Plan and Disclosure Statement
Client/Matter Number: 0063320.00014
Billing Attorney: Alexander Grishman

BlockFi, Inc.
Flori Marquez
115 Broadway
11th Floor
New York, NY 10006

REMITTANCE PAGE

For Professional Services Through February 28, 2023

Total Fees	\$7,140.00
Adjustment (10% Discount)	\$ (714.00)
Total Adjusted Fees	\$6,426.00
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$6,426.00
Total Invoice Balance Due	USD \$6,426.00

Haynes and Boone, LLP Tax Identification No: 75-1312888

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **111-000-025** Operating Account No.: **018-08-3729-4**

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **0260-0959-3** Operating Account No.: **018-08-3729-4**
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number **21580709** • Client Number **0063320.00014** • Attorney **Alexander Grishman**

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21580709
Matter Name: Plan and Disclosure Statement
Client/Matter Number: 0063320.00014
Billing Attorney: Alexander Grishman

March 22, 2023
Page 2 of 2

For Professional Services Through February 28, 2023

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/09/23	Richard Kanowitz	Prepare for and conduct conference call with BRG, BlockFi legal and financial teams concerning liquidation analysis for debtors.	0.40
02/10/23	Richard Kanowitz	Review, analyze and provide comments on liquidation analysis for each debtor.	0.90
02/10/23	Richard Kanowitz	Review and respond to emails from BlockFi legal concerning de minimis distributions under a plan.	0.30
02/13/23	Richard Kanowitz	Review, analyze and edit liquidation analysis for plan.	1.40
02/14/23	Richard Kanowitz	Prepare for and conduct conference call with BRG and BlockFi legal and financial teams concerning liquidation analysis for plan.	1.10
02/15/23	Richard Kanowitz	Review and respond to emails from BRG and BlockFi legal concerning liquidation analysis for plan.	0.40
02/22/23	Richard Kanowitz	Review and analyze objection by FTC to Voyager plan concerning releases and discharge which impact BlockFi plan provisions.	0.60

Chargeable Hours 5.10

Total Fees	\$7,140.00
Adjustment (10% Discount)	\$ (714.00)
Total Adjusted Fees	\$6,426.00

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard Kanowitz	5.10	\$1,400.00	<u>\$7,140.00</u>
Total Professional Summary			\$7,140.00

Total Fees, Expenses and Charges	\$6,426.00
Total Amount Due	USD \$6,426.00

HAYNES BOONE

Invoice Number: 21580710
Invoice Date: March 22, 2023
Matter Name: General Litigation
Client/Matter Number: 0063320.00016
Billing Attorney: Alexander Grishman

BlockFi, Inc.
Flori Marquez
115 Broadway
11th Floor
New York, NY 10006

REMITTANCE PAGE

For Professional Services Through February 28, 2023

Total Fees	\$20,163.50
Adjustment (10% Discount)	\$ (2,016.35)
Total Adjusted Fees	\$18,147.15
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$18,147.15
Total Invoice Balance Due	USD \$18,147.15

Haynes and Boone, LLP Tax Identification No: 75-1312888

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **111-000-025** Operating Account No.: **018-08-3729-4**

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **0260-0959-3** Operating Account No.: **018-08-3729-4**
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number **21580710** • Client Number **0063320.00016** • Attorney **Alexander Grishman**

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21580710
Matter Name: General Litigation
Client/Matter Number: 0063320.00016
Billing Attorney: Alexander Grishman

March 22, 2023
Page 2 of 4

For Professional Services Through February 28, 2023

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/03/23	Kimberly Morzak	Review BKCoin receivership docket and circulate current filings.	0.30
02/03/23	Tom Zavala	Discuss research memorandum regarding [REDACTED] with R. Kanowitz.	0.20
02/06/23	Tom Zavala	Research and analyze second and third circuit case law regarding [REDACTED] for memorandum.	3.50
02/07/23	Tom Zavala	Draft and revise memorandum regarding [REDACTED] in second and third circuit.	0.70
02/08/23	Jarom J Yates	Review and analyze issues relating to [REDACTED] in connection with drafting complaint against borrower (1.8); update, revise, and finalize initial draft of complaint against borrower (2.3).	4.10
02/08/23	Tom Zavala	Draft and revise memorandum summarizing Second and Third Circuit case law on [REDACTED].	4.20
02/09/23	Kimberly Morzak	Review docket sheet in BKCoin Receivership action for recent filings.	0.20
02/09/23	Tom Zavala	Draft and revise memorandum regarding [REDACTED].	0.30
02/14/23	Richard Kanowitz	Review and respond to emails from counsel to Scratch concerning motion directing return of customer ACH payments.	0.20
02/16/23	Matthew Frankle	Review of correspondence re Scratch motion.	0.10
02/17/23	Richard Kanowitz	Review and analyze pleadings by DOJ to extend deadline to file discharge complaint against BlockFi debtors.	0.80
02/17/23	Kimberly Morzak	Review BKCoin receivership docket for new filings.	0.20
02/21/23	Eli Columbus	Begin work on Quarterly Bankruptcy status report required by California Supreme Court in Gerro appeal case.	0.30
02/21/23	Marco Pulido	Review California Supreme Court docket, work to prepare quarterly status report, and review and respond to related emails.	0.50
02/23/23	Eli Columbus	Review pleadings related to Gerro appeal in California Supreme Court and draft quarterly Bankruptcy Case status report as required by California Supreme Court.	2.50
02/23/23	Kimberly Morzak	Review BKCoin receivership docket for new filings.	0.20

Invoice Number: 21580710
Matter Name: General Litigation
Client/Matter Number: 0063320.00016
Billing Attorney: Alexander Grishman

March 22, 2023
Page 3 of 4

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/23/23	Marco Pulido	Review and analyze draft of quarterly status report for California Supreme Court litigation and draft related email.	0.50
02/24/23	David Clark	Phone call with counsel for Scratch regarding [REDACTED] (0.4); related correspondence with team (0.2).	0.60
02/24/23	Mark Erickson	Emails and telephone conference with D. Clark on [REDACTED] (.10); emails with team re response and strategy (.10).	0.20
02/24/23	Richard Kanowitz	Review and respond to BVI JPLs inquiry for documents related to [REDACTED].	0.60
02/24/23	Richard Kanowitz	Review and respond to emails concerning [REDACTED] and impact on BlockFi appeal.	0.20
02/24/23	Marco Pulido	Review and analyze emails relating to update from Scratch.	0.20
02/27/23	Marco Pulido	Review and respond to emails regarding CA Supreme Court quarterly status report.	0.20
02/28/23	David Clark	Review quarterly status report to California Supreme Court regarding Gerro litigation.	0.20
02/28/23	Eli Columbus	Review and comment on draft quarterly BK status report required by California Supreme court in Gerro litigation.	0.30
02/28/23	Mark Erickson	Review and comment on filing with California Supreme Court, citing ruling on motion for relief from stay and related emails with team.	0.20
02/28/23	Richard Kanowitz	Review and respond to emails from BlockFi legal [REDACTED]	0.40
02/28/23	Marco Pulido	Further draft and revise quarterly status report regarding bankruptcy action and coordinate filing in the California Supreme Court.	0.80

Chargeable Hours 22.70

Total Fees	\$20,163.50
Adjustment (10% Discount)	\$ (2,016.35)
Total Adjusted Fees	\$18,147.15

Invoice Number: 21580710
Matter Name: General Litigation
Client/Matter Number: 0063320.00016
Billing Attorney: Alexander Grishman

March 22, 2023
Page 4 of 4

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
David Clark	0.80	\$850.00	\$680.00
Eli Columbus	3.10	\$1,050.00	\$3,255.00
Mark Erickson	0.40	\$1,050.00	\$420.00
Matthew Frankle	0.10	\$1,150.00	\$115.00
Richard Kanowitz	2.20	\$1,400.00	\$3,080.00
Marco Pulido	2.20	\$795.00	\$1,749.00
Tom Zavala	8.90	\$730.00	\$6,497.00
Jarom J Yates	4.10	\$950.00	\$3,895.00
Kimberly Morzak	0.90	\$525.00	\$472.50
Total Professional Summary			\$20,163.50

Total Fees, Expenses and Charges **\$18,147.15**

Total Amount Due **USD \$18,147.15**

HAYNES BOONE

Invoice Number: 21580711
Invoice Date: March 22, 2023
Matter Name: Hearings and Court Matters
Client/Matter Number: 0063320.00017
Billing Attorney: Alexander Grishman

BlockFi, Inc.
Flori Marquez
115 Broadway
11th Floor
New York, NY 10006

REMITTANCE PAGE

For Professional Services Through February 28, 2023

Total Fees	\$3,642.50
Adjustment (10% Discount)	\$ (364.25)
Total Adjusted Fees	\$3,278.25
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$3,278.25
Total Invoice Balance Due	USD \$3,278.25

Haynes and Boone, LLP Tax Identification No: 75-1312888

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **111-000-025** Operating Account No.: **018-08-3729-4**

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **0260-0959-3** Operating Account No.: **018-08-3729-4**
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number **21580711** • Client Number **0063320.00017** • Attorney **Alexander Grishman**

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21580711
Matter Name: Hearings and Court Matters
Client/Matter Number: 0063320.00017
Billing Attorney: Alexander Grishman

March 22, 2023
Page 2 of 3

For Professional Services Through February 28, 2023

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/01/23	Kimberly Morzak	Draft agenda for February 21 hearing.	1.00
02/14/23	Kimberly Morzak	Work on updates to February 21 hearing agenda.	0.40
02/15/23	Kimberly Morzak	Update February 21 hearing agenda to reflect continued matter (.2); prepare calendar invites for BlockFi personnel for upcoming hearings and related deadlines (.3).	0.50
02/16/23	Jordan Chavez	February 21 hearing preparation with Mr. Kanowitz, Ms. Hollander, and Mr. Petrie.	0.40
02/21/23	Richard D. Anigian	Participate in February 21, 2023 Hearing with Judge Kaplan and communications in connection with same.	0.40
02/21/23	Richard Kanowitz	Prepare for and attend court hearing by Zoom.	0.50
02/21/23	Kimberly Morzak	Calendar April omnibus hearing date and all related deadlines (.3); communications with court reporter regarding hearing transcript (.1).	0.40
02/22/23	Kimberly Morzak	Review and circulate February 21 hearing transcript (.2); draft agenda for March 13 hearing (1.6).	1.80

Chargeable Hours 5.40

Total Fees	\$3,642.50
Adjustment (10% Discount)	\$ (364.25)
Total Adjusted Fees	\$3,278.25

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard D. Anigian	0.40	\$1,200.00	\$480.00
Richard Kanowitz	0.50	\$1,400.00	\$700.00
Jordan Chavez	0.40	\$775.00	\$310.00
Kimberly Morzak	4.10	\$525.00	<u>\$2,152.50</u>
Total Professional Summary			\$3,642.50

Invoice Number: 21580711
Matter Name: Hearings and Court Matters
Client/Matter Number: 0063320.00017
Billing Attorney: Alexander Grishman

March 22, 2023
Page 3 of 3

Total Fees, Expenses and Charges **\$3,278.25**

Total Amount Due **USD \$3,278.25**

HAYNES BOONE

Invoice Number: 21580712
Invoice Date: March 22, 2023
Matter Name: BlockFi Client Issues
Client/Matter Number: 0063320.00018
Billing Attorney: Alexander Grishman

BlockFi, Inc.
Flori Marquez
115 Broadway
11th Floor
New York, NY 10006

REMITTANCE PAGE

For Professional Services Through February 28, 2023

Total Fees	\$1,080.00
Adjustment (10% Discount)	\$ (108.00)
Total Adjusted Fees	\$972.00
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$972.00
Total Invoice Balance Due	USD \$972.00

Haynes and Boone, LLP Tax Identification No: 75-1312888

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **111-000-025** Operating Account No.: **018-08-3729-4**

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **0260-0959-3** Operating Account No.: **018-08-3729-4**
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number **21580712** • Client Number **0063320.00018** • Attorney **Alexander Grishman**

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21580712
Matter Name: BlockFi Client Issues
Client/Matter Number: 0063320.00018
Billing Attorney: Alexander Grishman

March 22, 2023
Page 2 of 2

For Professional Services Through February 28, 2023

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/06/23	Richard D. Anigian	Analyze and comment on draft option analysis.	0.50
02/22/23	Richard D. Anigian	Analyze FTC Objection to Voyager Plan and communications with BlockFi Legal regarding same.	0.40

Chargeable Hours 0.90

Total Fees \$1,080.00

Adjustment (10% Discount) \$ (108.00)

Total Adjusted Fees \$972.00

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard D. Anigian	0.90	\$1,200.00	\$1,080.00
Total Professional Summary			\$1,080.00

Total Fees, Expenses and Charges \$972.00

Total Amount Due USD \$972.00

HAYNES BOONE

Invoice Number: 21580713
Invoice Date: March 22, 2023
Matter Name: Insurance & Surety Matters
Client/Matter Number: 0063320.00019
Billing Attorney: Alexander Grishman

BlockFi, Inc.
Flori Marquez
115 Broadway
11th Floor
New York, NY 10006

REMITTANCE PAGE

For Professional Services Through February 28, 2023

Total Fees	\$5,302.50
Adjustment (10% Discount)	\$ (530.25)
Total Adjusted Fees	\$4,772.25
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$4,772.25
Total Invoice Balance Due	USD \$4,772.25

Haynes and Boone, LLP Tax Identification No: 75-1312888

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **111-000-025** Operating Account No.: **018-08-3729-4**

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **0260-0959-3** Operating Account No.: **018-08-3729-4**
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number **21580713** • Client Number **0063320.00019** • Attorney **Alexander Grishman**

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21580713
Matter Name: Insurance & Surety Matters
Client/Matter Number: 0063320.00019
Billing Attorney: Alexander Grishman

March 22, 2023
Page 2 of 3

For Professional Services Through February 28, 2023

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/20/23	J. Frasher Murphy	Analysis of issues regarding document requests from [REDACTED] (.5); emails with counsel for [REDACTED] regarding document requests, case status, and related matters (.4); follow-up analysis of issues regarding same (.3); correspondence with client regarding document requests from [REDACTED] (.2); review documents provided to government regulators (.4).	1.80
02/20/23	Leslie C. Thorne	Coordinate preparation of binders (0.1); prepare for and participate in call regarding information request by surety (0.3); review additional materials regarding same (0.1); correspond with Embroker regarding CGL issue (0.1).	0.60
02/21/23	Jordan Chavez	Correspond with Ms. Thorne regarding company organizational structure and commercial general liability policy.	0.30
02/21/23	Pandeli Mano	Prepare binder of insurance policies for Ms. Thorne.	0.50
02/21/23	Leslie C. Thorne	Correspond and confer with Embroker regarding CGL coverage (0.4); correspond with Ms. Chavez regarding org chart and renewal issues (0.1).	0.50
02/22/23	Jordan Chavez	Correspond with Mr. Kirschner and Mr. Mayers regarding responses to surety bondholders information requests.	0.30
02/22/23	J. Frasher Murphy	Emails with client regarding documents provided to State of Texas (.2); emails with counsel for [REDACTED] regarding same (.2).	0.40
02/22/23	Leslie C. Thorne	Correspond regarding [REDACTED] issues and request for information (0.1); correspond with Kirkland regarding renewal of CGL and excess policies (0.1).	0.20
02/25/23	Leslie C. Thorne	Review and analyze org chart as it relates to liability coverage issues (0.1); correspond with Embroker regarding org chart and renewal issues (0.1).	0.20
02/27/23	Jordan Chavez	Correspond with Ms. Heitzenrater and Mr. Zavala regarding insurers position on claim objection procedures.	0.70

Chargeable Hours 5.50

Total Fees	\$5,302.50
Adjustment (10% Discount)	\$ (530.25)
Total Adjusted Fees	\$4,772.25

Invoice Number: 21580713
Matter Name: Insurance & Surety Matters
Client/Matter Number: 0063320.00019
Billing Attorney: Alexander Grishman

March 22, 2023
Page 3 of 3

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
J. Frasher Murphy	2.20	\$1,100.00	\$2,420.00
Leslie C. Thorne	1.50	\$1,100.00	\$1,650.00
Jordan Chavez	1.30	\$775.00	\$1,007.50
Pandeli Mano	0.50	\$450.00	<u>\$225.00</u>
Total Professional Summary			\$5,302.50

Total Fees, Expenses and Charges **\$4,772.25**

Total Amount Due **USD \$4,772.25**

HAYNES BOONE

Invoice Number: 21580714
Invoice Date: March 22, 2023
Matter Name: SOFAs and Schedules
Client/Matter Number: 0063320.00020
Billing Attorney: Alexander Grishman

BlockFi, Inc.
Flori Marquez
115 Broadway
11th Floor
New York, NY 10006

REMITTANCE PAGE

For Professional Services Through February 28, 2023

Total Fees	\$4,050.00
Adjustment (10% Discount)	\$ (405.00)
Total Adjusted Fees	\$3,645.00
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$3,645.00
Total Invoice Balance Due	USD \$3,645.00

Haynes and Boone, LLP Tax Identification No: 75-1312888

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **111-000-025** Operating Account No.: **018-08-3729-4**

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **0260-0959-3** Operating Account No.: **018-08-3729-4**
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number **21580714** • Client Number **0063320.00020** • Attorney **Alexander Grishman**

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21580714
Matter Name: SOFAs and Schedules
Client/Matter Number: 0063320.00020
Billing Attorney: Alexander Grishman

March 22, 2023
Page 2 of 3

For Professional Services Through February 28, 2023

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/01/23	Jordan Chavez	Correspond with counsel to Ankura and Ms. Lyda regarding schedule amendments and claims filing/reconciliation process (.6); review and analyze schedule F and correspond with Ms. Henry, Mr. Kanowitz, and Mr. Murphy regarding creditor requests for schedule data (.6).	1.20
02/01/23	Jordan Chavez	Prepare language for schedule amendment and correspond with Ms. Henry, Mr. Baer, and Mr. Petrie regarding same.	0.50
02/02/23	Jordan Chavez	Correspond with Ms. Henry, Mr. Kanowitz, Mr. Renzi, Mr. Shankweiler, and Mr. Jacobson regarding prepetition accrued interest and review and analyze Bankruptcy Code with respect to same (1.3); review and analyze schedule amendments and correspond with BlockFi team regarding same (.4).	1.70
02/02/23	Richard Kanowitz	Review and respond to emails from BRG and BlockFi financial team concerning amendments of schedules and SOFAs.	0.60
02/02/23	Richard Kanowitz	Prepare for and conduct conference call with BRG and BlockFi financial team concerning amendments of schedules and SOFAs.	0.30
02/16/23	Jordan Chavez	Correspond with Ms. Henry and Mr. Shankweiler regarding additional schedule amendments.	0.20

Chargeable Hours 4.50

Total Fees	\$4,050.00
Adjustment (10% Discount)	\$ (405.00)
Total Adjusted Fees	\$3,645.00

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard Kanowitz	0.90	\$1,400.00	\$1,260.00
Jordan Chavez	3.60	\$775.00	<u>\$2,790.00</u>
Total Professional Summary			\$4,050.00

Total Fees, Expenses and Charges \$3,645.00

Invoice Number: 21580714
Matter Name: SOFAs and Schedules
Client/Matter Number: 0063320.00020
Billing Attorney: Alexander Grishman

March 22, 2023
Page 3 of 3

Total Amount Due

USD \$3,645.00

HAYNES BOONE

Invoice Number: 21580715
Invoice Date: March 22, 2023
Matter Name: Emergent Proceedings
Client/Matter Number: 0063320.00021
Billing Attorney: Alexander Grishman

BlockFi, Inc.
Flori Marquez
115 Broadway
11th Floor
New York, NY 10006

REMITTANCE PAGE

For Professional Services Through February 28, 2023

Total Fees	\$254,524.00
Adjustment (10% Discount)	\$ (25,452.40)
Total Adjusted Fees	\$229,071.60
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$229,071.60
Total Invoice Balance Due	USD \$229,071.60

Haynes and Boone, LLP Tax Identification No: 75-1312888

CHECK PAYMENT INSTRUCTIONS

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P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **111-000-025** Operating Account No.: **018-08-3729-4**

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
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ABA No.: **0260-0959-3** Operating Account No.: **018-08-3729-4**
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number **21580715** • Client Number **0063320.00021** • Attorney **Alexander Grishman**

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

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Matter Name: Emergent Proceedings
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Billing Attorney: Alexander Grishman

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For Professional Services Through February 28, 2023

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/01/23	Richard D. Anigian	Work on Motion for Stay and communications regarding same (1.6); work on Board Resolution regarding Adversary (0.5); analysis of legal issues regarding Adversary and communications regarding same (1.1); work on draft of proposed Stay Order (0.3).	3.50
02/01/23	Charlie M. Jones	Further work on stay motion and strategy for Emergent collateral proceeding.	0.80
02/01/23	Richard Kanowitz	Conference call with J. Meyers and K. Taylor to provide update to Bermuda JPLs on [REDACTED].	0.40
02/01/23	Richard Kanowitz	Review and analyze cases interpreting [REDACTED]	1.40
02/01/23	Richard Kanowitz	Review, analyze and edit motion for stay of adversary proceeding pending determination of DOJ civil/criminal forfeiture proceedings against SBF.	0.80
02/01/23	Richard Kanowitz	Review and respond to emails from special counsel and BlockFi legal on [REDACTED]	0.60
02/01/23	Ryan Paulsen	Analyze federal case law, statutes, and procedural rules regarding: (1) [REDACTED] (1.5), (2) whether and under what circumstances [REDACTED] (1.2), (3) instances where courts have applied [REDACTED] (1.0), (4) the procedures governing [REDACTED] (2.3), and (5) whether and under what circumstances [REDACTED] (1.3); prepare analyses of the [REDACTED] issues (2.0).	9.30
02/01/23	Brian Singleterry	Analyze, edit, and proofread draft motion for stay of Emergent proceedings.	1.00
02/02/23	Richard D. Anigian	Work on Board Consent regarding Amended Complaint and communication regarding same (0.2); analyze authorities related to [REDACTED] (0.9); finalize drafts of Motion for Stay, Notice and Order (1.2); discuss [REDACTED] with Mr. Sirota (0.4).	2.70
02/02/23	Ben Breckler	Review and evaluate Sam Bankman-Fried criminal docket.	0.50
02/02/23	Richard Kanowitz	Review, edit and prepare motion for stay of adversary proceeding based on [REDACTED], including [REDACTED]	0.80

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/02/23	Richard Kanowitz	Continued review and analysis of precedents and cases concerning [REDACTED] [REDACTED] for response to DOJ inquiries.	0.80
02/02/23	Richard Kanowitz	Continued review and analysis of precedents and cases concerning [REDACTED] [REDACTED] for use in motion to stay adversary proceeding.	1.30
02/02/23	Ryan Paulsen	Analyze secondary sources, federal case law, statutes, and procedural rules regarding: (1) how courts address [REDACTED] (2.5), (2) instances where courts have addressed [REDACTED] (1.5), (3) whether the [REDACTED] (1.5), (4) instances where the government has [REDACTED] (2.5); prepare an analysis of the interplay between [REDACTED] (.8).	8.80
02/02/23	Brian Singleterry	Edit and proofread motion to stay [REDACTED] (1.0); review draft amended complaint to ensure ready to file (.3).	1.30
02/03/23	Richard D. Anigian	Prepare for and participate in conference call with UCC regarding Emergent Suit (0.6); analyze Emergent JPL's filings to set aside Stay Order and Estate's right to assert interests in seized assets (0.5); analyze authorities regarding [REDACTED] (0.4); review Emergent Chapter 11 papers and reports regarding same (1.1); multiple communications regarding same (0.7); strategize regarding response to [REDACTED] (0.8); review Antigua court decision regarding SBF Stay Order (0.3); communications with Mr. Johnson regarding [REDACTED] (0.3).	4.70
02/03/23	Matt Ferris	Review and consideration of Emergent chapter 11 filing and relevant pleadings and next steps with respect to same.	1.20
02/03/23	Matthew Frankle	Review of Emergent First Day Declaration.	0.40
02/03/23	Alexander Grishman	Review Emergent Chapter 11 first day filings.	1.00
02/03/23	Charlie M. Jones	Confer with counsel for UCC regarding collateral adversary proceedings (.5); work on strategy regarding [REDACTED] (.6).	1.10
02/03/23	Richard Kanowitz	Review and analyze cases for [REDACTED]	1.20
02/03/23	Richard Kanowitz	Continued review and analysis of precedents and cases concerning [REDACTED] [REDACTED] for response to DOJ inquiries and dismissal of Emergent chapter 11 petition.	1.20

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/03/23	Richard Kanowitz	Communications with counsel for UCC concerning [REDACTED] and motion to stay adversary proceeding.	0.60
02/03/23	Richard Kanowitz	Review and respond to emails from BlockFi legal and management teams concerning [REDACTED]	0.80
02/03/23	Richard Kanowitz	Review and respond to emails from C Street concerning [REDACTED]	0.20
02/03/23	Richard Kanowitz	Review and analyze chapter 11 filings by Emergent in Delaware.	1.30
02/03/23	Richard Kanowitz	Prepare update for Bermuda JPLs on status and developments of Antigua proceedings of Emergent and Emergent chapter 11 filing.	0.70
02/03/23	J. Frasher Murphy	Review initial pleadings filed in Emergent Chapter 11 cases (.4); analysis of issues and impacts with respect to BlockFi claims (.2).	0.60
02/03/23	Ryan Paulsen	Analyze federal case law and procedural rules regarding instances where: (1) courts [REDACTED] (1.2), (2) bankruptcy debtors or trustees [REDACTED] (2.5), and (3) courts addressed the [REDACTED] (2.5); draft and revise analyses of the means for the [REDACTED] (1.5); participate in conference call to discuss the [REDACTED] (.5).	8.20
02/03/23	Alicia Pitts	Attend call regarding Emergent Chapter 11 filing and motion to dismiss same (.6); discuss background facts and strategize regarding motion with Mr. Singleterry (.4).	1.00
02/03/23	Brian Singleterry	Review and analyze Emergent bankruptcy filing and supporting documents (.7); analyze options for responding (.4); research law on [REDACTED] (.5); begin preparing motion to dismiss [REDACTED] (1.4).	3.00
02/04/23	Richard Kanowitz	Review and respond to emails from Lenworth Johnson concerning proceedings in Antigua and status of [REDACTED]	0.30
02/04/23	Ryan Paulsen	Consider and respond to question regarding the availability of [REDACTED]	0.30

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/04/23	Brian Singleterry	Review and analyze Antigua proceedings (1.4); review and analyze FTX and prior filings for background information [REDACTED] (.5); prepare background section of motion to dismiss (.5).	2.40
02/05/23	Alicia Pitts	Review background section of motion to dismiss.	0.40
02/05/23	Brian Singleterry	Prepare background section of motion to dismiss bankruptcy case.	2.90
02/06/23	Richard D. Anigian	Analysis regarding Motion to Dismiss (0.3); review authorities regarding [REDACTED] (0.9).	1.20
02/06/23	Alexander Grishman	Finish review Emergent first day filings and declarations.	1.60
02/06/23	Charlie M. Jones	Perform detailed review and analyze of Emergent bankruptcy filing and associated declaration (.6); further discuss motion to dismiss Emergent bankruptcy proceedings and related strategy with Mr. Anigian (.3).	0.90
02/06/23	Ryan Paulsen	Analyze federal case law for instances where [REDACTED] [REDACTED] [REDACTED] (2.0); begin preparing a global memo addressing the issues related to the [REDACTED] (.6).	2.60
02/06/23	Alicia Pitts	Continue to review and propose revisions to background section of motion to dismiss (.7); analyze pertinent authorities regarding [REDACTED] (2.1); discuss draft and research with Mr. Singleterry (.6); prepare argument section of motion (2.0); propose additional revisions to background section (2.0).	7.40
02/06/23	Brian Singleterry	Review and summarize Antiguan proceedings for background section of motion to dismiss (2.3); prepare background section of motion to dismiss (2.5); edit background section (1.2); analyze and research Third Circuit law on [REDACTED] (2.1).	8.10
02/07/23	Richard D. Anigian	Work on factual background section of Motion to Dismiss Emergent Bankruptcy and communications regarding same.	2.40
02/07/23	Charlie M. Jones	Work to draft, revise, and comment on factual background section of motion to dismiss Emergent bankruptcy case (1.9); participate in call with DOJ to discuss issues related to Emergent collateral (.3).	2.20
02/07/23	Richard Kanowitz	Conference call with DOJ, Seth Shapiro concerning Emergent bankruptcy filing and related issues.	0.40
02/07/23	Richard Kanowitz	Conference calls with UCC (K. Aulet and J. Jonas) concerning Emergent bankruptcy proceeding and related issues.	0.40
02/07/23	Richard Kanowitz	Conference call with BlockFi legal team concerning [REDACTED] [REDACTED]	0.40

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/07/23	Alicia Pitts	Discuss status of draft motion to dismiss and next steps with Mr. Singleterry (.6); analyze Bankruptcy Code definitions and relevant case law to determine [REDACTED] (1.4); revise and prepare portions of argument section (2.2); analyze pertinent authorities regarding [REDACTED] (1.4).	5.60
02/07/23	Kenneth J. Rusinko	Monitor docket of Emergent's Delaware bankruptcy case and confer with team regarding same.	0.30
02/07/23	Brian Singleterry	Research Third Circuit law on [REDACTED] (2.5); prepare argument section for bad-faith dismissal (3.4); edit and prepare background section (1.4); research law [REDACTED] (.3).	7.60
02/08/23	Richard D. Anigian	Work on Motion to Dismiss Emergent Chapter 11 filing, including review of relevant pleadings and orders regarding same.	2.80
02/08/23	Charlie M. Jones	Further work to draft, revise, and comment on legal arguments and factual background sections of motion to dismiss Emergent bankruptcy case.	1.50
02/08/23	Richard Kanowitz	Work on motion to dismiss Emergent bankruptcy filing.	0.40
02/08/23	Alicia Pitts	Research additional analogous cases to be added to argument section of motion to dismiss (.6); revise motion (1.5).	2.10
02/08/23	Kenneth J. Rusinko	Monitor docket of Emergent's Delaware bankruptcy case and confer with team regarding same.	0.20
02/08/23	Brian Singleterry	Research and prepare argument section of motion to dismiss Emergent Bankruptcy Case (1.6); edit, proofread, and prepare entire motion (1.8).	3.40
02/09/23	Richard D. Anigian	Analysis of authorities regarding [REDACTED] Emergent filing and Motion to Dismiss.	0.90
02/09/23	Richard Kanowitz	Work on motion to dismiss chapter 11 bankruptcy petition of Emergent.	2.40
02/09/23	Ryan Paulsen	Confer with team regarding arguments for dismissing the Emergent bankruptcy based on the [REDACTED]	0.50
02/09/23	Alicia Pitts	Review emails from team regarding revisions to motion (.1); discuss same with Mr. Singleterry (.2); revise argument section of motion to incorporate comments from Mr. Kanowitz, revise citations, and add additional authorities (2.3); revise preliminary statement (.6); discuss additional argument with Mr. Singleterry (.7); call with Mr. Paulsen and Mr. Singleterry regarding additional arguments (.5); analyze additional argument and related authorities and prepare outline of same (1.3); review email from Mr. Singleterry regarding additional argument (.1).	5.80
02/09/23	Kenneth J. Rusinko	Monitor docket of Emergent's Delaware bankruptcy case and confer with team regarding same.	0.20

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/09/23	Brian Singleterry	Research arguments on [REDACTED] (1.6); prepare and edit argument section (1.7); research and summarize Antigua proceedings for background section (1.4); prepare preliminary statement (.8); edit and proof read motion (1.8); research [REDACTED] (1.5).	8.80
02/10/23	Richard D. Anigian	Review filings in Emergent bankruptcy case regarding commencement and 341 Meeting (0.4); work on Motion to Dismiss and communications regarding same (0.6).	1.00
02/10/23	Alexander Grishman	Attention to summary from J. Germano regarding [REDACTED]	0.30
02/10/23	Richard Kanowitz	Review and respond to emails and multiple court filings concerning 341 meeting scheduled by U.S. Trustee in Emergent bankruptcy case.	0.90
02/10/23	Richard Kanowitz	Work on motion to dismiss Emergent bankruptcy case.	1.70
02/10/23	Alicia Pitts	Analyze pertinent authorities regarding additional arguments (2.0); discuss same with Mr. Singleterry (.2); revise motion to incorporate additional arguments (3.4).	5.60
02/10/23	Kenneth J. Rusinko	Review docket of Emergent's Delaware bankruptcy case (.1); review Trustee's Request for 341 Meeting and notice of same, circulate and calendar (.2); review and circulate afternoon filings and correspond with team regarding same (.2).	0.50
02/10/23	Brian Singleterry	Research and prepare argument on [REDACTED] (1.7); analyze arguments regarding [REDACTED] (.7); prepare and edit new arguments based on Emergent's [REDACTED] (2.4).	4.80
02/11/23	Richard D. Anigian	Continue work on Motion to Dismiss Emergent Chapter 11 (1.8); review additional comments regarding same (0.3).	2.10
02/11/23	Richard Kanowitz	Review, analyze and edit motion to dismiss Emergent bankruptcy petition.	4.20
02/11/23	Alicia Pitts	Revise motion to dismiss.	0.20
02/11/23	Brian Singleterry	Research, prepare, and edit motion to dismiss Emergent petition.	2.00
02/12/23	Alicia Pitts	Review and revise argument section of motion to dismiss.	1.20
02/12/23	Brian Singleterry	Research [REDACTED] (1.2); research [REDACTED] (.3); incorporate edits and research into new draft of motion to dismiss Emergent bankruptcy case (3.3).	4.80

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/13/23	Richard D. Anigian	Review Notice regarding Emergent 341 Hearing (0.1); call regarding finalizing draft of Motion to Dismiss Emergent Chapter 11 (0.3); work on finalizing draft of Motion to Dismiss (1.8); communications regarding Marex Response to Adversary (0.1); analyze authorities related to Motion-Dismiss (0.2).	2.50
02/13/23	Charlie M. Jones	Further work on motion to dismiss Emergent bankruptcy case and related strategy to achieve dismissal of case.	0.50
02/13/23	Richard Kanowitz	Review and respond to emails from Bermuda JPLs and BlockFi legal concerning [REDACTED]	0.20
02/13/23	Richard Kanowitz	Review and respond to emails from BlockFi legal concerning [REDACTED]	0.40
02/13/23	Ryan Paulsen	Review portions of the motion to dismiss the Emergency bankruptcy addressing the [REDACTED] and participate in conference call regarding the motion.	0.40
02/13/23	Alicia Pitts	Participate in call with team regarding motion to dismiss (0.3); call with Mr. Singleterry regarding follow-up items (0.1); revise introduction (0.2); analyze pertinent authorities regarding [REDACTED] (.5).	1.10
02/13/23	Kenneth J. Rusinko	Review docket of Emergent's Delaware bankruptcy case and confer with team regarding same.	0.10
02/13/23	Brian Singleterry	Incorporate edits into motion to dismiss (1.3); edit motion to dismiss (1.5); prepare Renzi and Anigian declarations in support of motion to dismiss (1.5); organize and label exhibits for declarations (1.5).	5.80
02/14/23	Richard D. Anigian	Conference regarding document review and communications regarding same (0.7); work on Motion to Dismiss, including review and response to comments from client (0.7); work on Anigian and Renzi Declarations in support of Motion to Dismiss (1.1); analysis of issues regarding [REDACTED] (0.6).	3.10
02/14/23	Charlie M. Jones	Review, revise, and comment on [REDACTED] (1.5); work to address client comments to same motion (.6).	2.10
02/14/23	Richard Kanowitz	Work on motion to dismiss Emergent bankruptcy case.	1.20
02/14/23	Alicia Pitts	Review revisions to motion to dismiss.	0.20
02/14/23	Kenneth J. Rusinko	Review docket of Emergent's Delaware bankruptcy case and advise team of findings.	0.10

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/14/23	Brian Singleterry	Organize and prepare exhibits for declarations supporting motion to dismiss Emergent bankruptcy case (1.9); review documents (2.7); incorporate edits from client and International JPLs (1.2); review subpoenas (.3); incorporate edits into supporting declarations (.7).	6.80
02/15/23	Richard D. Anigian	Review stipulation regarding Marex Answer date and communications regarding same (0.2); conference call with Moelis regarding [REDACTED] (0.7); work on finalizing Anigian and Renzi Declarations in support of Motion to Dismiss (1.3); work on finalizing Motion to Dismiss (2.6); communications with local counsel in connection to same (0.3).	5.10
02/15/23	Chance Fletcher	Review legal authorities in Motion to Dismiss Emergent Bankruptcy.	2.60
02/15/23	Charlie M. Jones	Continue to work to finalize motion to dismiss Emergent bankruptcy proceedings and related supporting documents.	2.50
02/15/23	Richard Kanowitz	Review and respond to emails from BlockFi legal, CRO and JPLs concerning [REDACTED]	0.40
02/15/23	Richard Kanowitz	Review and respond to emails from counsel to Marex on extension of time to move or answer complaint in pending BlockFi adversary proceeding.	0.40
02/15/23	Richard Kanowitz	Work on BlockFi motion to dismiss bankruptcy petition of Emergent and related declarations in support.	2.20
02/15/23	Ryan Paulsen	Review the amended complaint in the Emergent adversary proceeding and the government's related letter and prepare factual background section for [REDACTED] (.8); prepare and revise [REDACTED] (1.7).	2.50
02/15/23	Alicia Pitts	Revise motion to dismiss.	6.60
02/15/23	Kenneth J. Rusinko	Review docket of Emergent's Delaware bankruptcy case for filings and advise team.	0.10
02/15/23	Brian Singleterry	Edit and update Renzi and Anigian declarations and supporting exhibits (2.8); proofread motion to dismiss and add declaration cites into motion (1.8); confer with local counsel on [REDACTED] (.4); edit and incorporate edits (1.2).	6.20
02/16/23	Richard D. Anigian	Final review and revisions to Motion to Dismiss (0.6); final review and revisions to Anigian Declaration and exhibits thereto (0.7); communications regarding filing of Motion to Dismiss (0.4).	1.70
02/16/23	Jordan Chavez	Review and analyze motion to dismiss Emergent bankruptcy case and correspond with Mr. Kanowitz, Mr. Anigian, and Mr. Singleterry regarding research issues related to same.	1.60
02/16/23	Matt Ferris	Review filed motion to dismiss.	0.60

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/16/23	Charlie M. Jones	Make final edits and adjustments to motion to dismiss Emergent bankruptcy proceedings and related supporting documents and address certain issues concerning filing of same.	2.70
02/16/23	Richard Kanowitz	Review, analyze and approve of PHV motion for Emergent bankruptcy case.	0.20
02/16/23	Richard Kanowitz	Review and respond to emails from DE counsel on hearing date for BlockFi's motion to dismiss chapter 11 petition filed by Emergent.	0.30
02/16/23	Richard Kanowitz	Review, analyze and edit motion to dismiss chapter 11 petition filed by Emergent and related declarations in support of motion to dismiss.	2.20
02/16/23	J. Frasher Murphy	Review final version of motion to dismiss Emergent chapter 11 case.	0.50
02/16/23	Kenneth J. Rusinko	Review Stipulation and Order regarding MCM Response Deadline, circulate and calendar (.1); review docket regarding new filings and advise team (.1).	0.20
02/16/23	Brian Singleterry	Research, edit, and incorporate others' edits into draft motion to dismiss (2.8); review and cross check citations to evidence (.8); clean-up and finalize Renzi declaration (.4); confer with local counsel on issues related to [REDACTED] (1.2).	5.20
02/17/23	Richard D. Anigian	Review S&C Notice of Appearance (0.1); work on and review updated draft of Motion for Compliance (0.4); multiple communications regarding draft [REDACTED] (0.3); review communication from DOJ seeking to extend dischargeability deadline (0.1); review summary regarding Emergent's Bankruptcy Schedules (0.2).	1.10
02/17/23	Charlie M. Jones	Receive, review, and analyze Emergent schedules and disclosures (1.0); work on multiple research projects and review key authorities in support of anticipated presentation at hearing on BlockFi motion to dismiss Emergent bankruptcy case (2.5).	3.50
02/17/23	Richard Kanowitz	Review and respond to emails from DOJ concerning BlockFi's motion to dismiss Emergent chapter 11 petition.	0.40
02/17/23	Richard Kanowitz	Review and respond to emails from C Street concerning [REDACTED]	0.30
02/17/23	Richard Kanowitz	Communications with Seth Shapiro/DOJ concerning motion to dismiss and related matters.	0.60
02/17/23	Kenneth J. Rusinko	Review Motion to Dismiss filed in Emergent's Delaware bankruptcy case and calendar related deadlines (.3); review Judge Dorsey's procedures and Court's hearing registration procedures (.3).	0.60
02/17/23	Brian Singleterry	Outline research topics for Emergent bankruptcy (.4); research into [REDACTED] (.6); confer with co-counsel on Emergent motion to dismiss (.4); review BlockFi emails and BlockFi documents for [REDACTED] to document request (3.0).	4.40

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/20/23	Richard D. Anigian	Analyze Emergent's Schedules.	0.70
02/20/23	Jordan Chavez	Review and summarize motion to dismiss in preparation for February 21 status conference.	2.00
02/20/23	Richard Kanowitz	Review and respond to emails from Lenworth Johnson concerning [REDACTED]	0.30
02/20/23	Richard Kanowitz	Review and analyze SOFAs and schedules filed by Emergent in chapter 11 case, including [REDACTED].	0.70
02/21/23	Richard D. Anigian	Strategize regarding presentation at hearing on Motion to Dismiss Emergent's Chapter 11.	0.40
02/21/23	Jordan Chavez	Correspond with Mr. Singleterry regarding [REDACTED]	0.20
02/22/23	Aishlinn Bottini	Call with B. Singleterry regarding research issues.	0.90
02/22/23	Charlie M. Jones	Receive and review transcript of BlockFi February 21 omnibus hearing regarding issues relevant to Emergent proceedings (.3); strategy discussion with counsel regarding Emergent collateral (.3).	0.60
02/22/23	Kenneth J. Rusinko	Confer with J. Chavez about the [REDACTED] and forward all relevant deadlines for same to [REDACTED].	0.20
02/22/23	Brian Singleterry	Analyze potential issues Emergent may raise in response to our motion to dismiss and potential research needed.	1.80
02/23/23	Richard D. Anigian	Communications regarding review of [REDACTED] (1.1); communications regarding same (0.3).	1.40
02/23/23	Richard Kanowitz	Review and analyze [REDACTED]	0.80
02/24/23	Jordan Chavez	Correspond with Mr. Singleterry regarding Emergent issues analysis.	0.10
02/24/23	Richard Kanowitz	Work on outline of oral argument for motion to dismiss Emergent chapter 11 petition.	0.90
02/24/23	Alicia Pitts	Discuss research issues with Mr. Singleterry.	0.20
02/27/23	Richard D. Anigian	Strategize regarding Motion to Dismiss Emergent's Chapter 11 proceeding.	0.80
02/27/23	Jordan Chavez	Correspond with Mr. Kanowitz, Mr. Anigian, Mr. Singleterry, Mr. Jones, and Ms. Pitts regarding Emergent motion to dismiss, response, and issue analysis.	0.80
02/27/23	Charlie M. Jones	Work on strategy and outline of research related to issues likely to be raised at hearing on BlockFi's motion to dismiss Emergent's Chapter 11 case.	0.60

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/27/23	Richard Kanowitz	Work on outline of oral argument for motion to dismiss Emergent bankruptcy petition.	0.60
02/27/23	Alicia Pitts	Discuss research with Mr. Singleterry (.3); research issues related to [REDACTED] (2.0); call with team regarding research and next steps and follow-up call with Mr. Singleterry regarding same (.8).	3.10
02/27/23	Brian Singleterry	Research Emergent [REDACTED] (.8); research Emergent [REDACTED] (.4); analyze different [REDACTED] (.6).	1.80
02/28/23	Richard D. Anigian	Review Emergent pleadings for Joint Administration with FTX and communication regarding same.	0.50
02/28/23	Ben Breckler	Review and analyze case and statutory law to [REDACTED] (5.3); prepare memorandum regarding the same (1.4).	6.70
02/28/23	Nick Bunch	Attention to email from R. Anigian regarding [REDACTED] and follow up regarding same with B. Breckler (.5); review B. Breckler research on same (.4); review [REDACTED] and send email regarding same (.3).	1.20
02/28/23	Richard Kanowitz	Review and analyze motion by Emergent for joint administration of bankruptcy case with FTX debtors bankruptcy cases.	0.40
02/28/23	Richard Kanowitz	Review and respond to emails from BlockFi legal [REDACTED]	0.20
02/28/23	J. Frasher Murphy	Review pleadings filed in Emergent Chapter 11 proceeding and render advice regarding [REDACTED].	0.50
02/28/23	Alicia Pitts	Review email from Ms. Tipton regarding filing deadlines and discuss same with Mr. Singleterry.	0.10
02/28/23	Brian Singleterry	Research local rules for procedural deadlines (.8); research potential arguments Emergent may assert in response to our motion to dismiss (.6); review Emergent motion for joint administration (.3).	1.70

Chargeable Hours 276.30

Total Fees	\$254,524.00
Adjustment (10% Discount)	\$ (25,452.40)
Total Adjusted Fees	\$229,071.60

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Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Alexander Grishman	2.90	\$1,075.00	\$3,117.50
Charlie M. Jones	19.00	\$1,000.00	\$19,000.00
J. Frasher Murphy	1.60	\$1,100.00	\$1,760.00
Matt Ferris	1.80	\$1,000.00	\$1,800.00
Matthew Frankle	0.40	\$1,150.00	\$460.00
Nick Bunch	1.20	\$900.00	\$1,080.00
Richard D. Anigian	38.60	\$1,200.00	\$46,320.00
Richard Kanowitz	35.90	\$1,400.00	\$50,260.00
Aishlinn Bottini	0.90	\$795.00	\$715.50
Alicia Pitts	40.60	\$730.00	\$29,638.00
Ben Breckler	7.20	\$680.00	\$4,896.00
Brian Singleterry	83.80	\$730.00	\$61,174.00
Chance Fletcher	2.60	\$630.00	\$1,638.00
Jordan Chavez	4.70	\$775.00	\$3,642.50
Ryan Paulsen	32.60	\$850.00	\$27,710.00
Kenneth J. Rusinko	2.50	\$525.00	\$1,312.50
Total Professional Summary			\$254,524.00

Total Fees, Expenses and Charges

\$229,071.60

Total Amount Due

USD \$229,071.60

HAYNES BOONE

Invoice Number: 21580716
Invoice Date: March 22, 2023
Matter Name: Tax Matters
Client/Matter Number: 0063320.00022
Billing Attorney: Alexander Grishman

BlockFi, Inc.
Flori Marquez
115 Broadway
11th Floor
New York, NY 10006

REMITTANCE PAGE

For Professional Services Through February 28, 2023

Total Fees	\$4,317.50
Adjustment (10% Discount)	\$ (431.75)
Total Adjusted Fees	\$3,885.75
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$3,885.75
Total Invoice Balance Due	USD \$3,885.75

Haynes and Boone, LLP Tax Identification No: 75-1312888

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **111-000-025** Operating Account No.: **018-08-3729-4**

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **0260-0959-3** Operating Account No.: **018-08-3729-4**
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number **21580716** • Client Number **0063320.00022** • Attorney **Alexander Grishman**

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21580716
Matter Name: Tax Matters
Client/Matter Number: 0063320.00022
Billing Attorney: Alexander Grishman

March 22, 2023
Page 2 of 2

For Professional Services Through February 28, 2023

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
01/25/23	Kenneth K. Bezozo	Begin review and analysis of tax issues pertaining to proposed 363 sale (.8); discuss same with Mr. Shiman (.2).	1.00
01/25/23	Don Shiman	Review Confidential Information Presentation (.4); discuss transaction with Mr. Bezozo (.2); review APA and provide tax comments (.9).	1.50
02/09/23	Susan A. Wetzel	Analyze issues regarding [REDACTED].	0.20
02/21/23	Jordan Chavez	Correspond with Mr. Assefa regarding Ecovis arrangement and value added tax concerns.	0.30
02/22/23	Jordan Chavez	Correspond with Ms. Duhl and Mr. Kanowitz regarding tax liabilities.	0.10
02/28/23	Jordan Chavez	Correspond with Ms. Duhl, Ms. Powers, and Mr. Kanowitz regarding tax claims.	0.70

Chargeable Hours 3.80

Total Fees	\$4,317.50
Adjustment (10% Discount)	\$ (431.75)
Total Adjusted Fees	\$3,885.75

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Don Shiman	1.50	\$1,150.00	\$1,725.00
Susan A. Wetzel	0.20	\$1,200.00	\$240.00
Jordan Chavez	1.10	\$775.00	\$852.50
Kenneth K. Bezozo	1.00	\$1,500.00	\$1,500.00
Total Professional Summary			\$4,317.50

Total Fees, Expenses and Charges	\$3,885.75
Total Amount Due	USD \$3,885.75

HAYNES BOONE

Invoice Number: 21580717
Invoice Date: March 22, 2023
Matter Name: FTX/Alameda Proceedings
Client/Matter Number: 0063320.00023
Billing Attorney: Alexander Grishman

BlockFi, Inc.
Flori Marquez
115 Broadway
11th Floor
New York, NY 10006

REMITTANCE PAGE

For Professional Services Through February 28, 2023

Total Fees	\$37,460.00
Adjustment (10% Discount)	\$ (3,746.00)
Total Adjusted Fees	\$33,714.00
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$33,714.00
Total Invoice Balance Due	USD \$33,714.00

Haynes and Boone, LLP Tax Identification No: 75-1312888

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **111-000-025** Operating Account No.: **018-08-3729-4**

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **0260-0959-3** Operating Account No.: **018-08-3729-4**
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
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NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number **21580717** • Client Number **0063320.00023** • Attorney **Alexander Grishman**

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Invoice Number: 21580717
Matter Name: FTX/Alameda Proceedings
Client/Matter Number: 0063320.00023
Billing Attorney: Alexander Grishman

March 22, 2023
Page 2 of 4

For Professional Services Through February 28, 2023

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/02/23	Richard D. Anigian	Review UST's Reply in support of Examiner Motion and Limited Objection to Requests for 2004 exams.	0.80
02/03/23	Richard D. Anigian	Review Declaration of Mr. Glueckstein (0.1); review final PTO regarding Examiner Motion (0.3).	0.40
02/05/23	Richard Kanowitz	Review and analyze pleadings and exhibits filed in chapter 11 cases concerning BlockFi legal rights and claims	1.80
02/06/23	Richard D. Anigian	Participate in hearing regarding Appointment of Examiner.	4.00
02/07/23	Richard Kanowitz	Review and respond to emails from Moelis concerning [REDACTED]	0.70
02/07/23	Richard Kanowitz	Review and analyze pleadings filed in FTX/Alameda proceedings impacting BlockFi legal rights and claims.	1.30
02/08/23	Richard Kanowitz	Review and analyze pleadings and notices filed in FTX/Alameda proceedings impacting BlockFi legal rights and claims.	2.20
02/09/23	Richard Kanowitz	Review and analyze pleadings filed in FTX/Alameda proceedings impacting BlockFi legal rights and claims.	1.40
02/09/23	Richard Kanowitz	Prepare for and conduct conference call with Moelis and E&Y team concerning [REDACTED]	0.60
02/10/23	Richard Kanowitz	Review and analyze pleadings filed in FTX/Alameda proceedings impacting BlockFi legal rights and claims.	1.10
02/13/23	Richard D. Anigian	Review Reply in Opposition to U.S. Trustee's Objection to FTI retention and supporting declarations (0.5); review FTX JPL's filing regarding recognition motion (0.2).	0.70
02/13/23	Richard Kanowitz	Review and analyze amended NOAs filed by Antigua JPLs in FTX and BlockFi adversary proceeding.	0.40
02/13/23	Richard Kanowitz	Review and analyze pleadings filed in FTX/Alameda proceedings impacting BlockFi legal rights and claims.	1.30
02/14/23	Richard D. Anigian	Review 2004 Notices and communications regarding same (0.3); review Amended Hearing Agenda (0.2).	0.50
02/14/23	Richard Kanowitz	Review and analyze pleadings filed in FTX/Alameda proceedings impacting BlockFi legal rights and claims.	1.70

Invoice Number: 21580717
Matter Name: FTX/Alameda Proceedings
Client/Matter Number: 0063320.00023
Billing Attorney: Alexander Grishman

March 22, 2023
Page 3 of 4

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/15/23	Richard D. Anigian	Participate in February 15, 2023 Hearing.	1.00
02/15/23	Richard Kanowitz	Review and analyze pleadings filed in FTX/Alameda proceedings impacting BlockFi legal rights and claims.	1.60
02/15/23	Richard Kanowitz	Prepare for and conduct conference call with JPLs and Moelis concerning [REDACTED]	0.60
02/16/23	Richard Kanowitz	Review and analyze current pleadings filed in FTX/Alameda proceedings impacting BlockFi legal rights and claims.	0.60
02/17/23	Richard D. Anigian	Review Motion-Extend Deadline to Challenge Dischargeability.	0.20
02/17/23	Richard Kanowitz	Review and analyze FTX motion to extend deadline to file non-discharge complaints against debtors impacting BlockFi claim for FTX/Alameda fraud.	0.60
02/21/23	Richard Kanowitz	Review and analyze pleadings filed in FTX/Alameda proceedings impacting BlockFi legal rights and claims.	0.70
02/23/23	Richard Kanowitz	Review and respond to emails from BlockFi concerning [REDACTED]	0.30
02/26/23	Richard D. Anigian	Analysis of potential claims in light of [REDACTED].	1.30
02/27/23	Richard D. Anigian	Analyze pleadings regarding proposed stipulation with Voyager.	0.50
02/27/23	Richard Kanowitz	Review and analyze pleadings filed in FTX/Alameda proceedings impacting BlockFi legal rights and claims.	1.80

Chargeable Hours 28.10

Total Fees \$37,460.00

Adjustment (10% Discount) \$ (3,746.00)

Total Adjusted Fees \$33,714.00

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard D. Anigian	9.40	\$1,200.00	\$11,280.00
Richard Kanowitz	18.70	\$1,400.00	<u>\$26,180.00</u>
Total Professional Summary			\$37,460.00

Invoice Number: 21580717
Matter Name: FTX/Alameda Proceedings
Client/Matter Number: 0063320.00023
Billing Attorney: Alexander Grishman

March 22, 2023
Page 4 of 4

Total Fees, Expenses and Charges **\$33,714.00**

Total Amount Due **USD \$33,714.00**

HAYNES BOONE

Invoice Number: 21580718
Invoice Date: March 22, 2023
Matter Name: International Issues
Client/Matter Number: 0063320.00025
Billing Attorney: Alexander Grishman

BlockFi, Inc.
Flori Marquez
115 Broadway
11th Floor
New York, NY 10006

REMITTANCE PAGE

For Professional Services Through February 28, 2023

Total Fees	\$40,880.00
Adjustment (10% Discount)	\$ (4,088.00)
Total Adjusted Fees	\$36,792.00
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$36,792.00
Total Invoice Balance Due	USD \$36,792.00

Haynes and Boone, LLP Tax Identification No: 75-1312888

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **111-000-025** Operating Account No.: **018-08-3729-4**

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **0260-0959-3** Operating Account No.: **018-08-3729-4**
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number **21580718** • Client Number **0063320.00025** • Attorney **Alexander Grishman**

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21580718
Matter Name: International Issues
Client/Matter Number: 0063320.00025
Billing Attorney: Alexander Grishman

March 22, 2023
Page 2 of 5

For Professional Services Through February 28, 2023

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/01/23	J. Frasher Murphy	Review and analyze deck prepared on intercompany matters (1.2); analysis of follow-up issues regarding true-up and related matters (.5); analysis of process and procedures for approval of same (.4).	2.10
02/02/23	Jordan Chavez	Correspond with Mr. Murphy and Mr. Jacobson regarding bar date impact on international claims.	0.20
02/02/23	Richard Kanowitz	Review and analyze proposed summons, order and affidavit in support of bidding and sale procedures for use in Bermuda court proceedings.	1.20
02/02/23	Richard Kanowitz	Prepare for and conduct conference call with Bermuda JPLs, Walkers, BRG and BlockFi legal concerning updates and developments in chapter 11 cases.	1.40
02/02/23	Richard Kanowitz	Prepare for and conduct conference call with Walkers and proposed expert witness on affidavit in support of bidding and sale procedures for use in Bermuda court proceedings.	0.40
02/02/23	J. Frasher Murphy	Review Agenda for JPL update call (.3); prepare for call with JPLs (.4); participate in call with JPLs (.9); prepare for and participate in call with sale expert, Walkers, and co-counsel regarding sale process for Bermuda assets (.5); begin drafting Moelis declaration in connection with Bermuda sale procedures (.7).	2.80
02/03/23	Richard Kanowitz	Review and analyze cases and precedents for memo to Bermuda JPLs on [REDACTED].	0.80
02/03/23	Richard Kanowitz	Review and respond to emails from Walkers concerning affidavit in support of bidding and sale procedures for use in Bermuda court proceedings.	0.40
02/03/23	J. Frasher Murphy	Review draft declaration of M. Renzi in support of sale (.5); strategy development regarding bid protections and approvals in Bermuda (.6); continue drafting Moelis affidavit in support of bid protections and sale procedures (1.2); strategy development regarding break-up fee issues and expense reimbursement (.4); emails with Walkers team regarding bid procedures, sale process, and approvals to be sought in Bermuda proceeding (.4).	3.10
02/06/23	Jordan Chavez	Correspond with Mr. Kanowitz and Mr. Rho regarding international professional services and collections.	0.30
02/06/23	Richard Kanowitz	Review and analyze revised Renzi declaration in support of bid procedures and sale process for BF International assets.	0.30

Invoice Number: 21580718
Matter Name: International Issues
Client/Matter Number: 0063320.00025
Billing Attorney: Alexander Grishman

March 22, 2023
Page 3 of 5

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/06/23	Richard Kanowitz	Review, analyze and edit Tichenor declaration in support of bid procedures and sale process for BF International assets.	0.80
02/06/23	J. Frasher Murphy	Analysis of evidence and evidentiary issues for prove-up of bid protections (.8); strategy development regarding content of declarations and affidavits in support (.6); continue and finish preparing draft of B. Tichenor affidavit in support of bid procedures and bid protections (1.2); draft revisions and inserts to same (.7); emails with Moelis and other Debtor professionals regarding draft affidavit and related documentation (.4).	3.70
02/07/23	J. Frasher Murphy	Review intercompany matrix (.4); correspondence with Walkers team regarding evidence for Bid Procedures Application (.3); analysis and strategy development in connection with same (.4).	1.10
02/08/23	Richard Kanowitz	Review and respond to emails from Walkers and BlockFi legal team concerning [REDACTED]	0.30
02/08/23	Richard Kanowitz	Review and respond to emails from BlockFi financial team and JPLs financial team concerning intercompany loan analysis.	0.30
02/08/23	Richard Kanowitz	Review and respond to emails from Walkers on comments and edits to declarations in support of BF International sale process.	0.30
02/08/23	Richard Kanowitz	Prepare for and conduct conference call with Walkers and BlockFi legal team concerning [REDACTED]	0.40
02/08/23	J. Frasher Murphy	Review updates to affidavits and supporting documents for sale procedures (.7); emails with Walkers team and Kirkland regarding supporting documents for bid procedures approval (.3); correspondence with Walkers team and company regarding intercompany transactions and related matters (.3).	1.30
02/09/23	Richard Kanowitz	Work on memo for Bermuda JPLs concerning [REDACTED]	0.80
02/09/23	Richard Kanowitz	Prepare for and conduct conference call with Bermuda JPLs, Walkers, BlockFi legal and financial teams concerning key issues, updates and status of US and Bermuda proceedings.	0.80
02/09/23	J. Frasher Murphy	Review and analyze memorandum for JPLs regarding [REDACTED] (.5); review Agenda for upcoming meeting with JPLs (.3).	0.80
02/14/23	Jordan Chavez	Review and analyze Moelis affidavit for international sale process and correspond with Mr. Murphy and Mr. Kanowitz regarding same.	0.50
02/14/23	J. Frasher Murphy	Review and analyze bid protections data prepared by Moelis (.6); prepare comments to same (.2); emails with Moelis and Walkers team regarding filing of bid procedures application and related matters (.4).	1.20

Invoice Number: 21580718
Matter Name: International Issues
Client/Matter Number: 0063320.00025
Billing Attorney: Alexander Grishman

March 22, 2023
Page 4 of 5

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/15/23	Richard Kanowitz	Review and respond to emails from Walkers, Moelis and BRG concerning edits and revisions to declarations for motion to approve bidding procedures and sale process in Bermuda.	0.70
02/15/23	J. Frasher Murphy	Review further revised chart detailing bid protection data (.3); correspondence with Moelis and additional advisors for Debtors regarding same (.2); review further revised draft of Moelis declaration (.4); emails with Walkers team regarding revised documents and related matters (.3); further emails with Moelis and Walkers regarding revised documents for sale and bid protections (.3); review further revised versions of documents in support of bid protections (.4).	1.90
02/16/23	Jordan Chavez	Correspond with Mr. Rho, Ms. Henry, Mr. Kanowitz, and Walkers team regarding JPL and other professional fees (.8); correspond with Mr. Morris and Mr. Kanowitz regarding finalization of Tichenor affidavit for Bermuda bid procedures application (.4).	1.20
02/16/23	Richard Kanowitz	Prepare for and conduct conference call with Bermuda JPLs, Walkers and BlockFi legal concerning developments and case issues.	0.80
02/16/23	Richard Kanowitz	Review and respond to emails from Walkers, Moelis and BRG concerning revised declarations from B. Tichenor and M. Renzi in support of bid procedures and sale motion in Bermuda proceedings.	0.30
02/16/23	Richard Kanowitz	Review and analyze revised declarations from B. Tichenor and M. Renzi in support of bid procedures and sale motion in Bermuda proceedings.	0.60
02/16/23	J. Frasher Murphy	Review final version of Moelis affidavit.	0.20
02/17/23	Richard Kanowitz	Review and analyze key cases and precedents for [REDACTED]	0.90
02/17/23	J. Frasher Murphy	Review final and filed version of bid procedures application.	0.40
02/18/23	Richard Kanowitz	Prepare data and information for UCC concerning BF International clients subject to seizure warrants.	0.80
02/23/23	Jordan Chavez	Correspond with Mr. Taylor and Ms. Henry regarding international issues and professional compensation.	0.60
02/24/23	Richard Kanowitz	Review and respond to emails from Walkers concerning grant of bid procedures for sale process in Bermuda.	0.30
02/24/23	J. Frasher Murphy	Review bidding procedures order from Bermuda Court (.2); correspondence with Walkers regarding related matters (.1).	0.30
02/26/23	Richard Kanowitz	Review and respond to emails from Walkers and Bermuda JPLs concerning [REDACTED]	0.20

Invoice Number: 21580718
Matter Name: International Issues
Client/Matter Number: 0063320.00025
Billing Attorney: Alexander Grishman

March 22, 2023
Page 5 of 5

Chargeable Hours 34.50

Total Fees	\$40,880.00
Adjustment (10% Discount)	\$ (4,088.00)
Total Adjusted Fees	\$36,792.00

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
J. Frasher Murphy	18.90	\$1,100.00	\$20,790.00
Richard Kanowitz	12.80	\$1,400.00	\$17,920.00
Jordan Chavez	2.80	\$775.00	<u>\$2,170.00</u>
Total Professional Summary			\$40,880.00

Total Fees, Expenses and Charges	\$36,792.00
Total Amount Due	USD \$36,792.00

HAYNES BOONE

Invoice Number: 21580719
Invoice Date: March 22, 2023
Matter Name: Executory Contracts & Unexpired Leases
Client/Matter Number: 0063320.00026
Billing Attorney: Alexander Grishman

BlockFi, Inc.
Flori Marquez
115 Broadway
11th Floor
New York, NY 10006

REMITTANCE PAGE

For Professional Services Through February 28, 2023

Total Fees	\$155.00
Adjustment (10% Discount)	\$ (15.50)
Total Adjusted Fees	\$139.50
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$139.50
Total Invoice Balance Due	USD \$139.50

Haynes and Boone, LLP Tax Identification No: 75-1312888

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **111-000-025** Operating Account No.: **018-08-3729-4**

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **0260-0959-3** Operating Account No.: **018-08-3729-4**
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
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Please Reference: Invoice Number **21580719** • Client Number **0063320.00026** • Attorney **Alexander Grishman**

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Invoice Number: 21580719
Matter Name: Executory Contracts & Unexpired Leases
Client/Matter Number: 0063320.00026
Billing Attorney: Alexander Grishman

March 22, 2023
Page 2 of 2

For Professional Services Through February 28, 2023

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/22/23	Jordan Chavez	Correspond with Ms. Henry regarding contact rejection analysis.	0.20

Chargeable Hours 0.20

Total Fees \$155.00

Adjustment (10% Discount) \$ (15.50)

Total Adjusted Fees \$139.50

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Jordan Chavez	0.20	\$775.00	\$155.00
Total Professional Summary			\$155.00

Total Fees, Expenses and Charges \$139.50

Total Amount Due USD \$139.50

HAYNES BOONE

Invoice Number: 21580720
Invoice Date: March 22, 2023
Matter Name: Discovery
Client/Matter Number: 0063320.00027
Billing Attorney: Alexander Grishman

BlockFi, Inc.
Flori Marquez
115 Broadway
11th Floor
New York, NY 10006

REMITTANCE PAGE

For Professional Services Through February 28, 2023

Total Fees	\$58,090.00
Adjustment (10% Discount)	\$ (5,809.00)
Total Adjusted Fees	\$52,281.00
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$52,281.00
Total Invoice Balance Due	USD \$52,281.00

Haynes and Boone, LLP Tax Identification No: 75-1312888

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **111-000-025** Operating Account No.: **018-08-3729-4**

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
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ABA No.: **0260-0959-3** Operating Account No.: **018-08-3729-4**
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NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number **21580720** • Client Number **0063320.00027** • Attorney **Alexander Grishman**

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21580720
Matter Name: Discovery
Client/Matter Number: 0063320.00027
Billing Attorney: Alexander Grishman

March 22, 2023
Page 2 of 5

For Professional Services Through February 28, 2023

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/02/23	Richard Kanowitz	Review and respond to emails concerning UCC demands for discovery on Emergent/FTX/Alameda related matters.	0.80
02/05/23	Richard Kanowitz	Review and respond to emails concerning UCC requests for data and information from BlockFi management.	0.40
02/08/23	Richard Kanowitz	Review and respond to emails from UCC concerning 2004 investigation and outstanding data requests.	0.70
02/09/23	David Staab	Draft, edit, and revise response to subpoena and proposed protective order in connection with subpoena received in [REDACTED] in the Superior Court of Arizona, Maricopa County (.9); communicate with BlockFi team [REDACTED] (.1).	1.00
02/10/23	Richard Kanowitz	Review and respond to emails from CRO, BlockFi legal and financial teams concerning [REDACTED]	1.20
02/13/23	Richard Kanowitz	Review and analyze company materials for production to UCC in connection with 2004 investigation.	1.60
02/14/23	Charlie M. Jones	Work on strategy for review, analysis, and production of various documents requested by UCC.	0.70
02/14/23	Richard Kanowitz	Review and respond to emails concerning D&O insurance coverage for UCC 2004 investigation.	0.40
02/14/23	Richard Kanowitz	Work on production of materials and data for UCC 2004 investigation.	0.70
02/14/23	Alicia Pitts	Call with team regarding document review (0.4); follow-up call with Mr. Singleterry (0.1); discuss document review project with Mr. Singleterry (0.5); review documents (2.7).	3.70
02/15/23	Charlie M. Jones	Correspond with BlockFi legal team regarding [REDACTED]	0.40
02/15/23	Alicia Pitts	Review documents for UCC document request.	2.10
02/17/23	Charlie M. Jones	Work on issues concerning preservation of attorney-client privilege and work-product protections.	1.10
02/17/23	Richard Kanowitz	Preparation of data and materials for production to UCC in connection with 2004 investigation.	0.80

Invoice Number: 21580720
Matter Name: Discovery
Client/Matter Number: 0063320.00027
Billing Attorney: Alexander Grishman

March 22, 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/17/23	Richard Kanowitz	Review and analyze subpoena from CA DFPI seeking various documents and information from BlockFi.	0.60
02/17/23	Alicia Pitts	Review emails regarding research questions (0.1); discuss document request with Mr. Singleterry (0.2).	0.30
02/18/23	Richard Kanowitz	Review and analyze BlockFi answers to interrogatories issued by Ad Hoc Group and 1031 Deferred concerning wallet and BIA issues.	0.80
02/19/23	Alicia Pitts	Continue to review documents for UCC request.	0.80
02/20/23	Richard D. Anigian	Strategize regarding document review (0.5); review communications relating to same (0.3).	0.80
02/20/23	Charlie M. Jones	Work on technical issues and strategy concerning review of BlockFi documents and materials in response to requests received from UCC (1.0); work on document review in response to requests received from UCC related to Alameda and Emergent issues (4.3).	5.30
02/20/23	Richard Kanowitz	Review, analyze and respond to request for information and documents issued by JPLs of 3AC to BlockFi.	0.60
02/20/23	Richard Kanowitz	Review and analyze revised BlockFi answers to interrogatories issued by Ad Hoc Group and 1031 Deferred concerning wallet and BIA issues.	1.10
02/20/23	Alicia Pitts	Continue to review documents for UCC request.	1.20
02/20/23	Brian Singleterry	Review documents containing term [REDACTED] (3.1); analyze scope of document review and coordinate review with other team members (.8); review documents in search for Emergent transaction (3.0).	6.90
02/20/23	David Staab	Review response received to BlockFi's objections to non-party subpoena in [REDACTED] in the Superior Court of Arizona, Maricopa County and coordinate with BlockFi team to resolve the same.	0.30
02/21/23	Richard D. Anigian	Participate in UCC interview of Mr. Loban (1.0); communication with BlockFi Legal Team regarding [REDACTED] (0.6).	1.60
02/21/23	Jordan Chavez	Review and analyze Three Arrows information requests and correspond with Mr. Kanowitz regarding same.	0.50
02/21/23	Charlie M. Jones	Continue to work on technical issues and strategy concerning review of BlockFi documents and materials in response to requests received from UCC (0.5); work on second-level document and privilege review in response to requests received from UCC related to Alameda and Emergent issues (3.1).	3.60
02/21/23	Richard Kanowitz	Review and respond to emails from BlockFi legal concerning [REDACTED]	0.40
02/21/23	Richard Kanowitz	Review and respond emails concerning interview of R. Loban by UCC.	0.40

Invoice Number: 21580720
Matter Name: Discovery
Client/Matter Number: 0063320.00027
Billing Attorney: Alexander Grishman

March 22, 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/21/23	Alicia Pitts	Discuss document review project with Mr. Singleterry.	0.40
02/21/23	Alicia Pitts	Continue to review documents for UCC request, including determining privilege.	4.40
02/21/23	Brian Singleterry	Review BlockFi documents related to Emergent agreement and analyze documents for privilege.	1.50
02/22/23	Richard D. Anigian	Analysis of documents requested by UCC regarding Pledge Agreement (1.1); multiple communications related to same (0.6).	1.70
02/22/23	Charlie M. Jones	Work on finalizing review of initial set of documents and information in response to document requests received from UCC.	1.20
02/22/23	Richard Kanowitz	Review and respond to emails from counsel to UCC, Ad Hoc Group and 1031 Deferred concerning discovery demands by Ad Hoc Group and debtor responses to same.	0.30
02/22/23	Alicia Pitts	Call regarding document production.	0.40
02/22/23	Brian Singleterry	Final review of BlockFi's Emergent documents and assist in production.	0.80
02/23/23	Richard D. Anigian	Participate in UCC interview of Michelle Henry (1.0); communication with Team regarding [REDACTED] (0.5).	1.50
02/24/23	Jordan Chavez	Prepare initial response to Three Arrows information requests and correspond with Mr. Kanowitz regarding same.	2.00
02/28/23	Richard D. Anigian	Review reporting regarding guilty plea of Mr. Singh.	0.20
02/28/23	Jordan Chavez	Finalize initial response to Three Arrows and correspond with Mr. Mayers, Ms. Duhl, Mr. Kanowitz and Mr. Shankweiler regarding response and exposure analysis.	0.80
02/28/23	Richard Kanowitz	Prepare for and conduct interview of Jonathon Mayers by UCC.	1.00
02/28/23	Richard Kanowitz	Prepare for and attend interview meeting of Yuri Mushkin by UCC.	1.00
02/28/23	Richard Kanowitz	Review and analyze updated response to UCC 2004 document requests and outstanding issues list.	0.30
02/28/23	Kimberly Morzak	Bates label documents for production regarding Mohamed Mokeddem.	0.30
02/28/23	David Staab	Coordinate document production in connection with non-party subpoena in [REDACTED] in the Superior Court of Arizona, Maricopa County.	0.20

Invoice Number: 21580720
Matter Name: Discovery
Client/Matter Number: 0063320.00027
Billing Attorney: Alexander Grishman

March 22, 2023
Page 5 of 5

Chargeable Hours 58.80

Total Fees	\$58,090.00
Adjustment (10% Discount)	\$ (5,809.00)
Total Adjusted Fees	\$52,281.00

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Charlie M. Jones	12.30	\$1,000.00	\$12,300.00
Richard D. Anigian	5.80	\$1,200.00	\$6,960.00
Richard Kanowitz	13.10	\$1,400.00	\$18,340.00
Alicia Pitts	13.30	\$730.00	\$9,709.00
Brian Singleterry	9.20	\$730.00	\$6,716.00
David Staab	1.50	\$900.00	\$1,350.00
Jordan Chavez	3.30	\$775.00	\$2,557.50
Kimberly Morzak	0.30	\$525.00	\$157.50
Total Professional Summary			\$58,090.00

Total Fees, Expenses and Charges	\$52,281.00
Total Amount Due	USD \$52,281.00

HAYNES BOONE

Invoice Number: 21580721

Invoice Date: March 22, 2023

Matter Name: Corporate Governance/Securities/Board Matters

Client/Matter Number: 0063320.00028

Billing Attorney: Alexander Grishman

BlockFi, Inc.
Flori Marquez
115 Broadway
11th Floor
New York, NY 10006

REMITTANCE PAGE

For Professional Services Through February 28, 2023

Total Fees	\$23,052.50
Adjustment (10% Discount)	\$ (2,305.25)
Total Adjusted Fees	\$20,747.25
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$20,747.25
Total Invoice Balance Due	USD \$20,747.25

Haynes and Boone, LLP Tax Identification No: 75-1312888

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **111-000-025** Operating Account No.: **018-08-3729-4**

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **0260-0959-3** Operating Account No.: **018-08-3729-4**
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number **21580721** • Client Number **0063320.00028** • Attorney **Alexander Grishman**

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21580721
Matter Name: Corporate Governance/Securities/Board Matters
Client/Matter Number: 0063320.00028
Billing Attorney: Alexander Grishman

March 22, 2023
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For Professional Services Through February 28, 2023

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/01/23	Jordan Chavez	Prepare board update for deck and correspond with Mr. Revegno and Mr. Kanowitz regarding same.	0.40
02/01/23	Richard Kanowitz	Review and respond to emails from BlockFi legal and Board members concerning updates and developments in connection with Emergent litigation matters.	0.60
02/01/23	Richard Kanowitz	Prepare for and attend conference call with CEO, COO, CRO, BlockFi legal and financial teams and advisors concerning updates and developments in chapter 11 proceedings.	0.40
02/01/23	Richard Kanowitz	Prepare corporate resolution for approval of filing amended complaint and motion for stay of adversary proceeding pending determination of DOJ civil/criminal forfeiture proceedings against SBF.	0.30
02/02/23	Richard Kanowitz	Prepare for and conduct conference call with Board concerning developments and updates in Emergent adversary proceeding.	0.40
02/02/23	Richard Kanowitz	Prepare for and conduct conference call with CEO, COO, CRO, BlockFi legal and financial teams and advisors concerning updates and developments in chapter 11 case.	0.40
02/03/23	Richard Kanowitz	Prepare for and conduct conference call with CEO, CRO, BlockFi legal and financial teams and advisors concerning updates and developments in chapter 11 case.	0.70
02/03/23	Richard Kanowitz	Prepare for and conduct conference call with Board member concerning developments and updates in Emergent adversary proceeding.	0.30
02/06/23	Richard Kanowitz	Prepare for and attend conference call with CRO, CRO, BlockFi legal and financial teams and advisors on key issues and developments in case.	0.60
02/07/23	Jordan Chavez	Prepare update for UCC deck and correspond with Mr. Rogala regarding same.	0.30
02/07/23	Richard Kanowitz	Prepare for and conduct conference call with CEO, CRO, BlockFi legal and financial teams and advisors concerning developments and business issues for case.	0.60
02/08/23	Richard Kanowitz	Prepare for and conduct conference call with CEO, CRO, BlockFi legal and financial teams and advisors concerning updates and developments in chapter 11 cases.	0.70

Invoice Number: 21580721
Matter Name: Corporate Governance/Securities/Board Matters
Client/Matter Number: 0063320.00028
Billing Attorney: Alexander Grishman

March 22, 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/08/23	Richard Kanowitz	Review and respond to emails from Board members concerning [REDACTED] [REDACTED]	0.40
02/09/23	Richard Kanowitz	Prepare for and conduct conference call with CEO, CRO, BlockFi legal and financial teams concerning developments and updates in chapter 11 cases.	0.80
02/10/23	Richard Kanowitz	Prepare for and conduct conference call with CEO, CRO, BlockFi legal and financial teams concerning developments and updates in chapter 11 cases.	0.60
02/13/23	Richard Kanowitz	Prepare for and conduct conference call with CEO, COO, CRO, BlockFi legal and financial teams and advisors concerning developments and business issues for case.	0.30
02/15/23	Richard Kanowitz	Prepare for and conduct conference call with CEO, COO, CRO, BlockFi legal and financial teams concerning developments and updates in chapter 11 cases.	0.40
02/16/23	Richard Kanowitz	Prepare for and conduct conference call with CEO and BlockFi legal team on chapter 11 case issues and developments.	0.80
02/16/23	Richard Kanowitz	Prepare for and conduct conference call with CEO, COO, CRO, BlockFi legal and financial teams concerning developments and updates in chapter 11 cases.	0.40
02/17/23	Richard Kanowitz	Prepare for and conduct conference call with CRO, BlockFi legal and financial teams concerning developments and updates in chapter 11 cases.	0.40
02/20/23	Richard Kanowitz	Review and respond to emails to board of directors concerning case issues and agenda for court hearing on 2/21.	0.60
02/21/23	Richard D. Anigian	Work on update for Board presentation and communications regarding same.	0.30
02/22/23	Richard Kanowitz	Prepare for and attend conference call with COO, CRO, BlockFi legal and financial teams concerning case issues and developments.	0.30
02/23/23	Richard Kanowitz	Prepare for and attend conference call with COO, CRO, BlockFi legal and financial team and advisors concerning developments and case issues.	0.30
02/23/23	Richard Kanowitz	Review and respond to emails from BRG concerning preparation of board materials for 3/1 meeting.	0.60
02/24/23	Richard D. Anigian	Review draft of upcoming Board presentation (.4); communication regarding same (.1).	0.50
02/24/23	Richard Kanowitz	Review, analyze and edit proposed board presentation by BRG.	0.80
02/24/23	Richard Kanowitz	Review and respond to emails from BRG concerning preparation of board materials for 3/1 meeting.	0.30

Invoice Number: 21580721
Matter Name: Corporate Governance/Securities/Board Matters
Client/Matter Number: 0063320.00028
Billing Attorney: Alexander Grishman

March 22, 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/24/23	J. Frasher Murphy	Analysis and consideration of matters for board update and materials related to same.	0.50
02/25/23	Matthew Frankle	Revisions to talking points (1.2); research on same (.5).	1.70
02/27/23	Richard D. Anigian	Work on draft Board materials and communications regarding same.	0.40
02/27/23	Alexander Grishman	Review material for board meeting.	0.60
02/27/23	Richard Kanowitz	Prepare for and attend conference call with CEO, COO, CRO, BlockFi legal and financial teams concerning case issues and developments.	0.30
02/27/23	Richard Kanowitz	Conference call with BRG and Moelis concerning board presentation and related matters.	0.50

Chargeable Hours 17.50

Total Fees \$23,052.50

Adjustment (10% Discount) \$ (2,305.25)

Total Adjusted Fees \$20,747.25

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Alexander Grishman	0.60	\$1,075.00	\$645.00
J. Frasher Murphy	0.50	\$1,100.00	\$550.00
Matthew Frankle	1.70	\$1,150.00	\$1,955.00
Richard D. Anigian	1.20	\$1,200.00	\$1,440.00
Richard Kanowitz	12.80	\$1,400.00	\$17,920.00
Jordan Chavez	0.70	\$775.00	\$542.50

Total Professional Summary \$23,052.50

Total Fees, Expenses and Charges \$20,747.25

Total Amount Due USD \$20,747.25

HAYNES BOONE

Invoice Number: 21580722

Invoice Date: March 22, 2023

Matter Name: Preparation of Motions, Applications and Other Pleadings

Client/Matter Number: 0063320.00029

Billing Attorney: Alexander Grishman

BlockFi, Inc.
Flori Marquez
115 Broadway
11th Floor
New York, NY 10006

REMITTANCE PAGE

For Professional Services Through February 28, 2023

Total Fees	\$98,912.00
Adjustment (10% Discount)	\$ (9,891.20)
Total Adjusted Fees	\$89,020.80
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$89,020.80
Total Invoice Balance Due	USD \$89,020.80

Haynes and Boone, LLP Tax Identification No: 75-1312888

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **111-000-025** Operating Account No.: **018-08-3729-4**

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **0260-0959-3** Operating Account No.: **018-08-3729-4**
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number **21580722** • Client Number **0063320.00029** • Attorney **Alexander Grishman**

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21580722
Matter Name: Preparation of Motions, Applications and Other Pleadings
Client/Matter Number: 0063320.00029
Billing Attorney: Alexander Grishman

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For Professional Services Through February 28, 2023

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/01/23	Matt Ferris	Multiple calls and emails with BlockFi team regarding trading motion (.8); work on drafting trading motion (1.1).	1.90
02/01/23	Matthew Frankle	Revise Trading Motion.	1.80
02/01/23	Richard Kanowitz	Review and analyze motion to extend time to remove actions and lawsuits pending pre-bankruptcy.	0.60
02/01/23	Tom Zavala	Draft and revise trading motion, order and Renzi declaration and correspond with M. Frankle regarding same.	2.00
02/02/23	Matt Ferris	Review and revise trading motion.	0.90
02/02/23	Matthew Frankle	Review and comments on Trading Motion.	0.60
02/02/23	Tom Zavala	Draft and revise trading motion and correspond with Haynes and Boone team regarding same.	2.20
02/03/23	Jordan Chavez	Review and analyze client comments to scratch motion and correspond with Ms. Gopalakrishna regarding same.	0.40
02/05/23	Matt Ferris	Review and revise trading motion.	0.40
02/06/23	Matt Ferris	Review and revise trading motion and correspond with BlockFi team regarding next steps with respect to same.	0.70
02/06/23	Alexander Grishman	Review and provide comments to Affidavit of Brian Tichenor (Moelis).	1.20
02/06/23	Richard Kanowitz	Review and respond to emails concerning edits and comments to motion to permit trading in ordinary course of business.	0.40
02/06/23	Tom Zavala	Draft and revise trading motion for BlockFi Legal's review.	1.10
02/07/23	Jordan Chavez	Review and revise workstream list and correspond with Mr. Kanowitz, Mr. Murphy, Mr. Paulsen, Ms. Sherald and Mr. Mallick regarding additional motions for March omnibus hearing (.7); correspond with Ms. Sherald regarding [REDACTED] motion and related research (.3); review and revise Scratch motion and correspond with Mr. Cram and Mr. Kanowitz regarding same (.4).	1.40
02/08/23	Jordan Chavez	Correspond with Ms. Hollander and Ms. Sherald regarding revisions to motion to extend removal deadline and bridge order for same (.5); prepare certificate of no objection to HB monthly fee statement and correspond with Mr. Kanowitz regarding same (.4).	0.90

Invoice Number: 21580722
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March 22, 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/08/23	Alexander Grishman	Review Admin Fee Order and Cert of No Objection on Haynes and Boone fee statement.	0.30
02/08/23	Richard Kanowitz	Review and edit motion to direct Scratch to return ACH payments to customers.	0.60
02/08/23	Sam Mallick	Review materials to prepare motion to comply with DOJ seizure warrant.	0.80
02/09/23	Jordan Chavez	Review and revise motion to extend removal deadline and bridge order and correspond with UCC counsel, US trustee, Ms. Hollander, Ms. Sherald, and Mr. Kanowitz regarding same (.6); prepare supplemental OCP exhibit and correspond with Mr. Aman regarding same (.4).	1.00
02/09/23	Sam Mallick	Continue to review materials to prepare motion to comply [REDACTED] [REDACTED]	0.20
02/10/23	Jordan Chavez	Correspond with Mr. Cram and Mr. Kanowitz regarding Scratch motion (.3); review and revise motion to extend removal deadline and correspond with Mr. Silverberg, Ms. Hollander, and Mr. Sponder regarding same (.4); correspond with Mr. Mallick regarding [REDACTED] motion (.3); review and revise OCP supplement and Ecovis and Schjodt declarations and correspond with Mr. Assefa, Mr. Opdal and Ms. Hollander regarding same (1.0).	2.00
02/10/23	Sam Mallick	Continue to review materials to prepare motion to comply [REDACTED] [REDACTED]	0.60
02/12/23	Tom Zavala	Research, draft and revise claims procedures motion.	1.80
02/13/23	Jordan Chavez	Correspond with Mr. Mallick and Mr. Kanowitz regarding [REDACTED] subject accounts, and review and revise [REDACTED] regarding same (3.0); correspond with Mr. Zavala regarding claims procedures motion (.2).	3.20
02/13/23	Richard Kanowitz	Review, analyze and edit motion for claim objection procedures.	1.40
02/13/23	Sam Mallick	Continue to review materials to prepare motion to comply [REDACTED] [REDACTED] (1.0); prepare motion to comply [REDACTED] (3.9).	4.90
02/13/23	Tom Zavala	Research, draft and revise claims procedures motion.	4.50
02/14/23	Jordan Chavez	Review and revise [REDACTED] motion and correspond with Mr. Mallick, Mr. Kanowitz, and Mr. Anigian regarding same (2.5); review and revise claim procedures motion and correspond with Mr. Zavala regarding same (2.2); correspond with Mr. Cram regarding Scratch motion (.2).	4.90
02/14/23	Sam Mallick	Continue to prepare and revise motion to comply [REDACTED]	2.40
02/14/23	Tom Zavala	Draft and revise claims procedures motion and draft transmittal email to J. Chavez regarding same.	2.90

Invoice Number: 21580722
Matter Name: Preparation of Motions, Applications and Other Pleadings
Client/Matter Number: 0063320.00029
Billing Attorney: Alexander Grishman

March 22, 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/15/23	Jordan Chavez	Review and revise [REDACTED] turnover motion and correspond with Ms. Sherald, Mr. Kanowitz, and Ms. Thorne regarding same (2.0); correspond with Mr. Mallick regarding [REDACTED] motion revisions (.3); correspond with Mr. Aulet and Mr. Kanowitz regarding substance and purpose of [REDACTED] motion (.4); review and revise claims procedures motion and correspond with committee counsel, BlockFi legal, JPLs, Mr. Kanowitz, and Mr. Zavala regarding same (3.0); review and revise [REDACTED] motion and correspond with Mr. Kanowitz, Ms. Germano, and Mr. Anigian regarding same (2.0).	7.70
02/15/23	Sam Mallick	Continue to revise motion to comply [REDACTED].	0.90
02/15/23	Tom Zavala	Draft and revise claims procedures motion to incorporate Third Circuit case law and DNJ local rules.	1.50
02/16/23	Richard D. Anigian	Team discussion regarding preparation of upcoming motions and briefs (0.8); work on Motion to Permit Compliance [REDACTED] (1.8); review client comments to draft (0.3); update draft accordingly (0.9).	3.80
02/16/23	Jordan Chavez	Review and revise [REDACTED] motion (1.0); correspond with Mr. Aulet and Mr. Zavala regarding frivolous claim objections (.4).	1.40
02/16/23	Jordan Chavez	Correspond with Ms. Gopalakrishna and Mr. Kirschner regarding Scratch motion and communications with Scratch's counsel regarding same (.4); correspond with Ms. Hollander regarding motion preparation and filings for March omnibus hearing (.3).	0.70
02/16/23	Alexander Grishman	Review and revise fee motion.	2.10
02/16/23	Richard Kanowitz	Review, analyze and edit motion by BlockFi to comply [REDACTED] concerning two BlockFi International customers.	2.60
02/16/23	Tom Zavala	Draft and revise claims procedures motion to address UCC comments.	0.90
02/17/23	Jordan Chavez	Review and revise [REDACTED] motion and correspond with committee counsel, JPLs, Mr. Kanowitz, Mr. Anigian, Mr. Mallick, Ms. Germano, and BlockFi legal regarding same.	4.20
02/17/23	Richard Kanowitz	Review, analyze comments and edit motion to approve [REDACTED].	0.90
02/17/23	Sam Mallick	Continue to revise motion to comply [REDACTED].	2.20
02/17/23	J. Frasher Murphy	Review draft of Motion for Approval to Comply [REDACTED].	0.50

Invoice Number: 21580722
Matter Name: Preparation of Motions, Applications and Other Pleadings
Client/Matter Number: 0063320.00029
Billing Attorney: Alexander Grishman

March 22, 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/18/23	Jordan Chavez	Review and revise claims procedures motion and correspond with JPLs and Mr. Zavala regarding same (.4); correspond with Ms. Okike regarding revisions to [REDACTED] motion's proposed order (.1).	0.50
02/19/23	Jordan Chavez	Correspond with Ms. Hollander regarding filing deadlines and upcoming motions.	0.20
02/20/23	Jordan Chavez	Correspond with Ms. Gopalakrishna, Mr. Kanowitz, and Mr. Cram regarding Scratch motion (.6); review, revise, and finalize claims procedures motion and correspond with BlockFi legal, committee counsel, and Cole Schotz regarding same (2.1); review and revise [REDACTED] motion (1.4); correspond with Mr. Kanowitz, Ms. Yudkin, and JPLs regarding seizure warrant motion info. requests and motion to shorten time for same (.5).	4.60
02/20/23	Richard Kanowitz	Review and respond to emails from BlockFi legal and UCC concerning motion to approve procedures for claim objections	0.30
02/20/23	Richard Kanowitz	Review and respond to emails from Seth Shapiro, DOJ concerning motion to comply [REDACTED] and DOJ edits/comments thereto.	0.80
02/20/23	Richard Kanowitz	Review and respond to emails concerning motions to shorten time for various matters to be considered on 3/13 hearing.	0.80
02/20/23	J. Frasher Murphy	Review Agenda for February 21 hearing (.1); review and analyze issues in connection with status conference on wallet motion (.2).	0.30
02/21/23	Jordan Chavez	Review and revise Scratch motion and correspond with committee counsel regarding same (.5); correspond with Mr. Zavala regarding preparation of claim objections (.5); correspond with Mr. Jacobson regarding motion to extend 365(d)(4) deadline (.4); review, analyze, and summarize initial responses to JPL concerns related to seizure warrant motion and correspond with Mr. Mallick regarding same (.5).	1.90
02/22/23	Jordan Chavez	Review and revise Scratch motion and correspond with Ms. Gopalakrishna regarding same.	0.60
02/23/23	Jordan Chavez	Correspond with Ms. Gopalakrishna, Ms. Henry, Ms. Reiney, Ms. Margolis, and Mr. Zavala regarding wire transfer motion and related issues (1.1); review, revise, and finalize Scratch motion and correspond with Ms. Gopalakrishna, Mr. Cram, Mr. Kanowitz, Ms. Okike, and Mr. Petrie regarding same (.7); correspond with Mr. Jacobson, Mr. Morris, and Ms. Sherald regarding motion to extend lease rejection deadline (.6); correspond with Ms. Morzak regarding motion to shorten time (.2).	2.60
02/23/23	Richard Kanowitz	Review and analyze comments to motion directing Scratch to return ACH payments to retail loan clients.	0.60
02/23/23	Richard Kanowitz	Review and respond to emails from UCC and C Street concerning motion to comply [REDACTED].	0.60

Invoice Number: 21580722
Matter Name: Preparation of Motions, Applications and Other Pleadings
Client/Matter Number: 0063320.00029
Billing Attorney: Alexander Grishman

March 22, 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/23/23	Sam Mallick	Continue to revise motion to comply [REDACTED] (.5); review and analyze legal authorities regarding the same (.8).	1.30
02/23/23	Kimberly Morzak	Draft motion and proposed order to shorten notice period for motion to permit compliance [REDACTED]	1.10
02/23/23	ReNecia Sherald	Review and revise Scratch Motion (0.7); prepare draft motion, order, and bridge application and order to extend time to assume or reject unexpired leases (2.3); review Third Circuit authorities and procedure on the same (0.5).	3.50
02/23/23	Tom Zavala	Research case law and begin drafting wire transfer motion.	1.90
02/24/23	Jordan Chavez	Finalize and compile filing versions of pleadings for February 24 and coordinate filing of same with Ms. Hollander, Mr. Brunswick, and Kirkland team (2.0); correspond with Ms. Sherald regarding motion to extend lease rejection deadline and related code amendment analysis (.5).	2.50
02/24/23	Richard Kanowitz	Review and respond to emails from DOJ, UCC, C Street, BlockFi legal and special counsel concerning motion to comply [REDACTED]	1.30
02/24/23	Sam Mallick	Further revise motion to comply [REDACTED]	0.90
02/24/23	ReNecia Sherald	Revise draft 365(d) extension motion.	2.80
02/26/23	Jordan Chavez	Correspond with Ms. Sherald and Mr. Jacobson regarding revisions to motion to extend lease rejection deadline.	0.30
02/26/23	ReNecia Sherald	Revise draft 356(d)(4) motion.	2.20
02/27/23	Jordan Chavez	Review and revise motion to extend lease rejection deadline and correspond with Ms. Sherald, Mr. Jacobson, and BlockFi legal regarding same (2.0); correspond with Ms. Thorne and Mr. Kanowitz regarding turnover motion (.3).	2.30
02/27/23	Richard Kanowitz	Review, analyze and comment upon motion to extend deadline to assume or reject leases.	0.80
02/27/23	ReNecia Sherald	Incorporate comments to draft 365(d)(4) Motion.	1.20
02/28/23	Jordan Chavez	Correspond with Mr. Zavala regarding [REDACTED] motion and related agreements and correspondence (.5); correspond with Ms. Henry, Mr. Kanowitz, and Mr. Zavala regarding wire transfer motion (.6); correspond with Ms. Hollander and Kroll team regarding Global X Settlement (.1).	1.20
02/28/23	Tom Zavala	Review case law regarding inadvertent transfers to the bankruptcy estate.	0.90

Invoice Number: 21580722
Matter Name: Preparation of Motions, Applications and Other Pleadings
Client/Matter Number: 0063320.00029
Billing Attorney: Alexander Grishman

March 22, 2023
Page 7 of 7

Chargeable Hours 115.40

Total Fees \$98,912.00

Adjustment (10% Discount) \$ (9,891.20)

Total Adjusted Fees \$89,020.80

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Alexander Grishman	3.60	\$1,075.00	\$3,870.00
J. Frasher Murphy	0.80	\$1,100.00	\$880.00
Matt Ferris	3.90	\$1,000.00	\$3,900.00
Matthew Frankle	2.40	\$1,150.00	\$2,760.00
Richard D. Anigian	3.80	\$1,200.00	\$4,560.00
Richard Kanowitz	11.70	\$1,400.00	\$16,380.00
Jordan Chavez	44.50	\$775.00	\$34,487.50
ReNecia Sherald	9.70	\$630.00	\$6,111.00
Sam Mallick	14.20	\$775.00	\$11,005.00
Tom Zavala	19.70	\$730.00	\$14,381.00
Kimberly Morzak	1.10	\$525.00	\$577.50
Total Professional Summary			\$98,912.00

Total Fees, Expenses and Charges \$89,020.80

Total Amount Due USD \$89,020.80

HAYNES BOONE

Invoice Number: 21580723
Invoice Date: March 22, 2023
Matter Name: Reporting
Client/Matter Number: 0063320.00032
Billing Attorney: Alexander Grishman

BlockFi, Inc.
Flori Marquez
115 Broadway
11th Floor
New York, NY 10006

REMITTANCE PAGE

For Professional Services Through February 28, 2023

Total Fees	\$2,765.00
Adjustment (10% Discount)	\$ (276.50)
Total Adjusted Fees	\$2,488.50
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$2,488.50
Total Invoice Balance Due	USD \$2,488.50

Haynes and Boone, LLP Tax Identification No: 75-1312888

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **111-000-025** Operating Account No.: **018-08-3729-4**

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **0260-0959-3** Operating Account No.: **018-08-3729-4**
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number **21580723** • Client Number **0063320.00032** • Attorney **Alexander Grishman**

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21580723
Matter Name: Reporting
Client/Matter Number: 0063320.00032
Billing Attorney: Alexander Grishman

March 22, 2023
Page 2 of 2

For Professional Services Through February 28, 2023

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/16/23	Jordan Chavez	Advise Ms. Henry and Mr. Shankweiler on monthly operating report.	0.40
02/21/23	Richard Kanowitz	Review and respond to emails from BRG concerning preparation of monthly operating reports for filing.	0.60
02/22/23	Richard Kanowitz	Review and respond to emails from BRG concerning MORs to be filed and response to outstanding U.S. Trustee questions.	0.60
02/23/23	Jordan Chavez	Review and analyze monthly operating reports and correspond with Ms. Henry, Kirkland, BRG, and Cole Schotz teams regarding same.	1.00

Chargeable Hours 2.60

Total Fees	\$2,765.00
Adjustment (10% Discount)	\$(276.50)
Total Adjusted Fees	\$2,488.50

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard Kanowitz	1.20	\$1,400.00	\$1,680.00
Jordan Chavez	1.40	\$775.00	<u>\$1,085.00</u>
Total Professional Summary			\$2,765.00

Total Fees, Expenses and Charges	\$2,488.50
Total Amount Due	USD \$2,488.50

HAYNES BOONE

Invoice Number: 21580725
Invoice Date: March 22, 2023
Matter Name: Communications with Creditors
Client/Matter Number: 0063320.00034
Billing Attorney: Alexander Grishman

BlockFi, Inc.
Flori Marquez
115 Broadway
11th Floor
New York, NY 10006

REMITTANCE PAGE

For Professional Services Through February 28, 2023

Total Fees	\$66,183.00
Adjustment (10% Discount)	\$ (6,618.30)
Total Adjusted Fees	\$59,564.70
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$59,564.70
Total Invoice Balance Due	USD \$59,564.70

Haynes and Boone, LLP Tax Identification No: 75-1312888

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

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PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21580725
Matter Name: Communications with Creditors
Client/Matter Number: 0063320.00034
Billing Attorney: Alexander Grishman

March 22, 2023
Page 2 of 7

For Professional Services Through February 28, 2023

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/01/23	Richard D. Anigian	Work on UCC update Deck.	0.30
02/01/23	Matthew Frankle	Review of response to retail loan customer.	0.20
02/01/23	Richard Kanowitz	Attend meeting on platform technical issues with BRG and BlockFi management and business team and UCC advisors Brown Rudnick, M3 and Elementus.	0.80
02/01/23	J. Frasher Murphy	Review and comment on proposed insert to deck for UCC meeting (.4); emails with company advisors regarding same (.3); review and respond to numerous inquiries from creditors (.5).	1.20
02/01/23	David Staab	Review correspondence received from creditor regarding response to demand letter and communicate with BlockFi team regarding the same.	0.10
02/02/23	Jordan Chavez	Correspond with Ms. Henry, Mr. Murphy, and Mr. Wright regarding client claim inquiries and review and analysis with respect to same.	0.60
02/02/23	Matthew Frankle	Review of update presentation for UCC advisors.	0.40
02/02/23	Matthew Frankle	Revisions and drafting of letter to retail loan client.	1.30
02/02/23	Alexander Grishman	Review updated draft of UCC advisors presentation.	0.40
02/02/23	J. Frasher Murphy	Review and respond to written and phone inquiries from creditors.	0.40
02/02/23	Tom Zavala	Review creditor inquiry.	0.10
02/03/23	Richard D. Anigian	Work on presumption materials and communications regarding same (.4); multiple communications regarding seizure warrants served on BlockFi (.8).	0.80
02/03/23	Jordan Chavez	Correspond with counsel to ad hoc wallet group and Mr. Baer regarding Kroll schedule look up tool (.3); correspond with Mr. Wright and Ms. Henry regarding scheduled claims (.3); review and revise claim package instructions and correspond with Mr. Jacobson and Mr. Wolf regarding same (1.0); correspond with Mr. Petrie, Ms. Henry, and Mr. Baer regarding bar date package contents (.5).	2.10
02/03/23	Alexander Grishman	Prepare for and attend meeting with BlockFi, KE, BRG, BR and other UCC professionals to discuss Wallet motion.	1.70
02/03/23	Tom Zavala	Correspond with creditor regarding proof of claim.	0.50

Invoice Number: 21580725
Matter Name: Communications with Creditors
Client/Matter Number: 0063320.00034
Billing Attorney: Alexander Grishman

March 22, 2023
Page 3 of 7

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/05/23	Jordan Chavez	Correspond with Ms. Kovsky-Apap, Mr. Jacobson, and Ms. Berman regarding Kroll scheduling look up tool for creditors.	0.30
02/06/23	Jordan Chavez	Correspond with Kirkland team regarding creditor inquiries for scheduled data.	0.20
02/06/23	Richard Kanowitz	Review, analyze and edit response to creditor inquiry concerning retail loans and administrative pause.	0.60
02/07/23	Matthew Frankle	Review of questions from UCC advisors and responses thereto (.3); discussion of same with BlockFi and Haynes and Boone Teams (.5).	0.80
02/07/23	J. Frasher Murphy	Review and analyze draft deck for UCC meeting.	0.50
02/08/23	Richard D. Anigian	Analysis regarding and review of UCC update.	0.40
02/08/23	Jordan Chavez	Correspond with Ms. Kovsky-Apap and Mr. Kanowitz regarding ad hoc wallet holder concerns and discuss Kroll related issues with Mr. Baer.	1.00
02/09/23	Alexander Grishman	Review drafts of UCC advisors update presentation.	0.70
02/09/23	Richard Kanowitz	Prepare for and conduct conference call with counsel to Ad Hoc Group concerning bar date order and procedures and instructions for filing proofs of claim.	0.80
02/09/23	Richard Kanowitz	Prepare response to creditors concerning inquiries on retail loan repayment and return of collateral.	0.80
02/09/23	J. Frasher Murphy	Review and respond to numerous creditor inquiries regarding case status and claims.	0.50
02/09/23	David Staab	Work to resolve additional notices received from certain creditors.	0.30
02/10/23	Richard Kanowitz	Review and respond to emails from Ad Hoc group counsel concerning Private Client and BIA related matters.	0.30
02/10/23	Richard Kanowitz	Review and respond to emails with UCC concerning motion to extend time to remove actions.	0.40
02/10/23	Tom Zavala	Draft response to creditor inquiry and update tracker.	0.30
02/13/23	Richard Kanowitz	Review and respond to voicemails from creditors concerning case issues, including proof of claim filings.	0.60
02/14/23	Jordan Chavez	Correspond with Mr. Zavala and Mr. Staab regarding responses to retail loan inquiries.	0.30
02/14/23	Richard Kanowitz	Prepare for and conduct meeting with UCC counsel, Zac Prince and Amit Cheela concerning case issues and related matters.	2.40

Invoice Number: 21580725
Matter Name: Communications with Creditors
Client/Matter Number: 0063320.00034
Billing Attorney: Alexander Grishman

March 22, 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/14/23	Richard Kanowitz	Review and respond to emails from creditors concerning Kroll website and filing proofs of claim.	1.20
02/14/23	Kimberly Morzak	Transcribe message from BlockFi customer requesting information and confer with Mr. Zavala regarding same.	0.20
02/14/23	Tom Zavala	Respond to seven creditor inquiries.	2.10
02/15/23	Jordan Chavez	Correspond with Mr. Kanowitz, Mr. Aulet, and Kroll team regarding claims process and creditor inquiries related to same.	1.00
02/15/23	Alexander Grishman	Attention to objections email from K. Aulet regarding claims procedure.	0.40
02/15/23	Richard Kanowitz	Prepare for and conduct conference call with counsel for UCC on Western District of Washington/DOJ seizure warrants issued to BlockFi for certain customers' accounts.	0.80
02/16/23	Jordan Chavez	Review and revise committee deck and correspond with Mr. Barbarito regarding same (.4); correspond with Mr. Zavala and Kroll team regarding scheduled claim portal issues (.3).	0.70
02/16/23	Jordan Chavez	Correspond with Ms. Duhl and Kroll team regarding bar date packages for deceased clients.	0.40
02/16/23	Richard Kanowitz	Prepare for and conduct conference call with BRG, Moelis, M3, Elementus and UCC counsel on business and chapter 11 case issues.	0.60
02/16/23	Tom Zavala	Respond to creditor inquiry.	0.80
02/17/23	Jordan Chavez	Review screenshot instructions for claims filing process and correspond with Mr. Aulet and Kroll team regarding same.	0.30
02/17/23	Tom Zavala	Email letter to creditor.	0.20
02/18/23	Richard Kanowitz	Review and respond to emails and voice mails of clients concerning case administration issues, including filing proofs of claims.	0.90
02/19/23	Alexander Grishman	Review and provide comments to responses to ad hoc UCC regarding Wallet questions.	1.40
02/20/23	Jordan Chavez	Correspond with Ms. Webb and Mr. Sirota regarding BIA proof of claim process.	0.30
02/20/23	Alexander Grishman	Review of responses to Wallet question and comments from BlockFi.	1.00
02/20/23	Tom Zavala	Correspond with creditor regarding schedules portal and draft email to Kroll regarding same.	0.50

Invoice Number: 21580725
Matter Name: Communications with Creditors
Client/Matter Number: 0063320.00034
Billing Attorney: Alexander Grishman

March 22, 2023
Page 5 of 7

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/21/23	Jordan Chavez	Review and revise committee materials and correspond with Mr. Anigian and Mr. Rogala regarding same (.5); correspond with Mr. Zavala regarding response to wallet holder inquiries (.2).	0.70
02/21/23	Richard Kanowitz	Review and respond to emails and voicemail of creditors concerning proofs of claims and other administration issues for chapter 11 case.	1.30
02/21/23	J. Frasher Murphy	Review and respond to correspondence received from creditors.	0.40
02/21/23	David Staab	Review newly received inquiry from certain creditor regarding retails loans and coordinate/review response to the same.	0.20
02/21/23	Tom Zavala	Draft and revise letter to Mr. Cano and transmittal email and correspond with Jackie Duhl regarding same (1.5); correspond with client and Kroll team regarding schedules portal issue (.4); draft response to claimant regarding objection and request for additional info (1.3).	3.20
02/22/23	Jordan Chavez	Correspond with Mr. Zavala and Ms. Thorne regarding responses to creditor inquiries related to wallet and credit card accounts.	0.70
02/22/23	Richard Kanowitz	Review and respond to creditor emails and voice mails concerning filing proofs of claims and related administrative matters.	1.30
02/22/23	Tom Zavala	Respond to 16 voicemails from BlockFi clients to resolve client questions and concerns regarding case, bar date notice and claims (6.3); draft formal letter response to demand letter and correspond with J. Chavez regarding same (1.2); correspond with J. Gargiulo regarding identity theft issue reported by client and follow up with client regarding resolution (.6).	8.10
02/23/23	Jordan Chavez	Review and revise creditor correspondence and correspond with Mr. Zavala regarding same (.3); review and analyze committee claim FAQ and correspond with Mr. Jacobson and Mr. Petrie regarding same (.3).	0.60
02/23/23	Richard Kanowitz	Review, analyze and comments on BRG presentation to UCC on status and developments in chapter 11 cases.	0.60
02/23/23	Richard Kanowitz	Review and respond to emails and voicemails of creditors seeking guidance on filing proofs of claim and retail loans.	1.20
02/23/23	Tom Zavala	Respond to creditor inquiries (1.3); review collateral demand and draft response letter to Daniel W Pate (1.2).	2.50
02/24/23	Jordan Chavez	Correspond with Mr. Zavala regarding creditor schedule inquiry (.2); correspond with Mr. Newman and Mr. Petrie regarding ad hoc loan account holder inquiries (.8).	1.00
02/24/23	Richard Kanowitz	Review and respond to creditor emails and voicemails concerning case administration and filing proofs of claim forms.	0.80

Invoice Number: 21580725
Matter Name: Communications with Creditors
Client/Matter Number: 0063320.00034
Billing Attorney: Alexander Grishman

March 22, 2023
Page 6 of 7

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/24/23	J. Frasher Murphy	Review and respond to numerous inquiries from creditors and interested parties.	0.40
02/24/23	Tom Zavala	Respond to creditor inquiries.	0.50
02/25/23	Jordan Chavez	Correspond with Mr. Kanowitz regarding creditor inquiries and response coordination regarding same.	0.20
02/27/23	Richard Kanowitz	Review and respond to creditor emails and voice mails concerning filing proofs of claims and related administrative matters.	2.10
02/27/23	J. Frasher Murphy	Review and respond to creditor inquiries.	0.30
02/27/23	Tom Zavala	Respond to eight creditor inquiries.	3.00
02/28/23	Richard Kanowitz	Review and respond to emails and voice mails of creditors seeking guidance on filing proofs of claim and retail loans.	0.80
02/28/23	Tom Zavala	Respond to creditor inquiries.	1.30

Chargeable Hours 66.10

Total Fees	\$66,183.00
Adjustment (10% Discount)	\$ (6,618.30)
Total Adjusted Fees	\$59,564.70

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Alexander Grishman	5.60	\$1,075.00	\$6,020.00
J. Frasher Murphy	3.70	\$1,100.00	\$4,070.00
Matthew Frankle	2.70	\$1,150.00	\$3,105.00
Richard D. Anigian	1.50	\$1,200.00	\$1,800.00
Richard Kanowitz	18.30	\$1,400.00	\$25,620.00
David Staab	0.60	\$900.00	\$540.00
Jordan Chavez	10.40	\$775.00	\$8,060.00
Tom Zavala	23.10	\$730.00	\$16,863.00
Kimberly Morzak	0.20	\$525.00	\$105.00
Total Professional Summary			\$66,183.00

Total Fees, Expenses and Charges \$59,564.70

Invoice Number: 21580725
Matter Name: Communications with Creditors
Client/Matter Number: 0063320.00034
Billing Attorney: Alexander Grishman

March 22, 2023
Page 7 of 7

Total Amount Due

USD \$59,564.70

HAYNES BOONE

Invoice Number: 21580726
Invoice Date: March 22, 2023
Matter Name: Trademark Issues
Client/Matter Number: 0063320.00035
Billing Attorney: Alexander Grishman

BlockFi, Inc.
Flori Marquez
115 Broadway
11th Floor
New York, NY 10006

REMITTANCE PAGE

For Professional Services Through February 28, 2023

Total Fees	\$11,132.00
Adjustment (10% Discount)	\$ (1,113.20)
Total Adjusted Fees	\$10,018.80
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$10,018.80
Total Invoice Balance Due	USD \$10,018.80

Haynes and Boone, LLP Tax Identification No: 75-1312888

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **111-000-025** Operating Account No.: **018-08-3729-4**

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **0260-0959-3** Operating Account No.: **018-08-3729-4**
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number **21580726** • Client Number **0063320.00035** • Attorney **Alexander Grishman**

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21580726
Matter Name: Trademark Issues
Client/Matter Number: 0063320.00035
Billing Attorney: Alexander Grishman

March 22, 2023
Page 2 of 3

For Professional Services Through February 28, 2023

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/02/23	Annie Allison	Review open trademark matters.	0.20
02/02/23	Annie Allison	Correspond with local counsel regarding [REDACTED] settlement proposal.	0.20
02/03/23	Erin Hennessy	Review watch notices and follow up regarding same.	0.50
02/08/23	Annie Allison	Prepare UDRP complaint for [REDACTED]	1.50
02/08/23	Annie Allison	Review pending UDRP instructions for infringing domain names and formulate strategy regarding same.	1.00
02/08/23	Katie Eissenstat	Discuss and confer UDRP strategies; review and attend to prior-filed UDRP proceedings in support of preparing the same.	1.50
02/17/23	Annie Allison	Prepare first amended complaint for [REDACTED] submit same to WIPO.	0.40
02/17/23	Erin Hennessy	Review watch notices and follow-up on same (.6); follow-up on open domain name matters (.4).	1.00
02/19/23	Annie Allison	Draft and submit UDRP Complaint for [REDACTED]	1.50
02/19/23	Annie Allison	Draft and submit UDRP complaint for [REDACTED]	1.50
02/19/23	Katie Eissenstat	Review UDRP complaints filed for [REDACTED] in support of preparation for drafting complaint for [REDACTED]	0.30
02/21/23	Annie Allison	Formulate strategy regarding domain name disputes.	0.20
02/21/23	Erin Hennessy	Conference with A. Allison regarding status of domain name matters and publication of [REDACTED] mark.	0.50
02/22/23	Annie Allison	Update UDRP complaint for [REDACTED] submit first amended UDRP complaint to WIPO.	0.70
02/22/23	Katie Eissenstat	Monitor status of response to [REDACTED] logo application.	0.10
02/22/23	Erin Hennessy	Review update in [REDACTED] settlement discussions and follow up regarding same.	0.20
02/24/23	Erin Hennessy	Exchange correspondence with local counsel in Nigeria regarding status of applications.	0.20

Invoice Number: 21580726
Matter Name: Trademark Issues
Client/Matter Number: 0063320.00035
Billing Attorney: Alexander Grishman

March 22, 2023
Page 3 of 3

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/26/23	Annie Allison	Review history of [REDACTED] as a possible cited mark against blue diamond logo.	0.40
02/26/23	Erin Hennessy	Review watch notice for [REDACTED] (.1); review history (.1); conduct research on [REDACTED] (.2); prepare update for R. Kirschner (.2); review watch notice and conduct preliminary research on [REDACTED] logo (.2); prepare report for R. Kirschner (.2).	1.00
02/27/23	Erin Hennessy	Prepare instructions on finalizing [REDACTED] and [REDACTED] logo applications (Nigeria).	0.20
02/28/23	Annie Allison	Correspond with local counsel regarding [REDACTED] design mark application in S. Africa.	0.20

Chargeable Hours 13.30

Total Fees	\$11,132.00
Adjustment (10% Discount)	\$ (1,113.20)
Total Adjusted Fees	\$10,018.80

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Erin Hennessy	3.60	\$1,000.00	\$3,600.00
Annie Allison	7.80	\$800.00	\$6,240.00
Katie Eissenstat	1.90	\$680.00	<u>\$1,292.00</u>
Total Professional Summary			\$11,132.00

Total Fees, Expenses and Charges	\$10,018.80
Total Amount Due	USD \$10,018.80

HAYNES BOONE

Invoice Number: 21580727
Invoice Date: March 22, 2023
Matter Name: Core Scientific Issues
Client/Matter Number: 0063320.00036
Billing Attorney: Alexander Grishman

BlockFi, Inc.
Flori Marquez
115 Broadway
11th Floor
New York, NY 10006

REMITTANCE PAGE

For Professional Services Through February 28, 2023

Total Fees	\$78,590.00
Adjustment (10% Discount)	\$ (7,859.00)
Total Adjusted Fees	\$70,731.00
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$70,731.00
Total Invoice Balance Due	USD \$70,731.00

Haynes and Boone, LLP Tax Identification No: 75-1312888

CHECK PAYMENT INSTRUCTIONS

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ACH PAYMENT INSTRUCTIONS

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For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **0260-0959-3** Operating Account No.: **018-08-3729-4**
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number **21580727** • Client Number **0063320.00036** • Attorney **Alexander Grishman**

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21580727
Matter Name: Core Scientific Issues
Client/Matter Number: 0063320.00036
Billing Attorney: Alexander Grishman

March 22, 2023
Page 2 of 7

For Professional Services Through February 28, 2023

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/01/23	Matt Ferris	Multiple calls and emails with BlockFi and BRG teams, counsel for certain equipment lenders, and counsel for the Debtors regarding replacement DIP financing matters (.8); review and comment on revised proposed interim DIP financing order (.6); review filed pleadings related to DIP financing and revised agenda for hearing on same (1.2); prepare for and participate in interim DIP hearing (2.0); correspond with BlockFi team regarding follow up matters from same (.3); review and consideration of related party settlement and correspond with BlockFi Team regarding same (.4); review and consideration of updated cash flow forecast (.3).	5.60
02/01/23	Richard Kanowitz	Review and respond to emails from BRG and BlockFi financial teams concerning approval of replacement DIP and next steps for BlockFi as equipment lender on mining equipment.	0.30
02/01/23	J. Frasher Murphy	Correspondence with counsel for DIP lenders regarding replacement DIP and DIP order (.3); review Core Sci docket report and schedule of upcoming hearings in connection with DIP financing (.3).	0.60
02/01/23	Kenneth J. Rusinko	Correspond with team regarding hearing on 2-1-23 and submit electronic appearance for M. Ferris for same (.2); review Court Minutes concerning continuation of hearing (.1).	0.30
02/02/23	Jordan Chavez	Correspond with Mr. Jacobson regarding Core Sci bankruptcy.	0.20
02/02/23	Matt Ferris	Calls and emails correspondence with BlockFi and BRG teams regarding case status and next steps (1.2); review and consideration of relevant pleadings filed in the Core case (.5).	1.70
02/02/23	Richard Kanowitz	Review and respond to emails from BRG concerning developments and key issues in Core Sci bankruptcy case impacting BlockFi legal rights and claims.	0.60
02/03/23	Matt Ferris	Consideration and development of strategy with respect to [REDACTED] (.8); correspond with BlockFi and BRG teams regarding same (.5); review and analysis of filed motion to appoint an official equity committee and correspond with BlockFi and BRG teams regarding same (1.0).	2.30
02/03/23	Matthew Frankle	Review of precedent transaction for machine take back.	0.30
02/03/23	Richard Kanowitz	Review and respond to emails from BRG and BlockFi business team concerning developments and key issues in Core Sci bankruptcy case impacting BlockFi legal rights and claims.	0.70

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/03/23	Kenneth J. Rusinko	Download, review and circulate Ad Hoc Group of Equity Holders Motion to Appoint Equity Security Holders Committee and notify team of hearing on same.	0.40
02/06/23	Matt Ferris	Review NDA (.2); correspond with BlockFi and BRG teams regarding case status and next steps (.7).	0.90
02/07/23	Matt Ferris	Review and consideration of [REDACTED] (.6); multiple calls and emails with BlockFi and BRG teams regarding same (1.0).	1.60
02/07/23	Richard Kanowitz	Prepare for and conduct conference call with BRG and BlockFi financial team concerning [REDACTED]	0.70
02/08/23	Matt Ferris	Correspond with BlockFi team regarding case status and next steps.	0.40
02/08/23	Richard Kanowitz	Review and respond to emails from BRG and BlockFi financial team concerning [REDACTED]	0.60
02/09/23	Matt Ferris	Review and consideration of [REDACTED] and make comments to same (.8); call and email correspondence with BRG team regarding same and next steps (.6); correspond with BlockFi team regarding information requests to Core (.4).	1.80
02/10/23	Matt Ferris	Prepare for and participate in conference call with BlockFi and BRG teams regarding [REDACTED] and next steps with respect to same (.8); review notice of termination of RSA (.1).	0.90
02/10/23	Richard Kanowitz	Review and analyze data and materials from BRG and BlockFi financial team concerning [REDACTED]	0.60
02/15/23	Matt Ferris	Review and analysis of draft final DIP order and work on preliminary comments to same (1.0); correspond with Debtors' counsel and counsel to certain equipment lenders regarding same and related matters (.4); correspond with BlockFi and BRG teams regarding same (.5).	1.90
02/15/23	Richard Kanowitz	Review and analyze proposed final DIP order for Core Sci debtor impacting BlockFi legal rights and lender claims.	0.60
02/15/23	J. Frasher Murphy	Review updated draft of replacement DIP order (.5); analysis of adequate protection issues regarding same (.4).	0.90
02/16/23	Matt Ferris	Review and analysis of budget variance reporting and correspond with BRG team regarding same (.4); review and comment on draft correspondence to Debtors' counsel regarding DIP comments and open issues (.3); prepare for and participate in conference call with Debtors' counsel and counsel for certain equipment lenders regarding case update, financial reporting, and related matters (.5).	1.20
02/16/23	Matthew Frankle	Update call with equipment lenders.	0.50

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March 22, 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/16/23	Richard Kanowitz	Review and respond to emails from counsel to equipment lenders concerning mining equipment lender group comments and edits to proposed final DIP order in Core Sci bankruptcy case.	0.40
02/16/23	J. Frasher Murphy	Review and analyze proposed terms to resolve equipment lenders' objection to DIP order (.4); numerous emails with counsel for equipment lenders and Core Sci regarding same (.3).	0.70
02/17/23	Matt Ferris	Multiple calls and emails with BlockFi and BRG teams regarding case status and next steps (.9); correspond with counsel for certain equipment lenders regarding open DIP issues and next steps with respect to same (.2); review correspondence with Debtors' counsel regarding same (.1).	1.20
02/18/23	Matt Ferris	Review and analysis of revised draft of proposed final DIP order and correspondence from Debtors' counsel regarding responses to equipment lender comments to DIP order (.6); consideration and development of strategy for final DIP hearing (.5); review and respond to correspondence from BlockFi and BRG teams regarding case status and next steps (.2).	1.30
02/18/23	Richard Kanowitz	Review and analyze proposed final DIP order for Core Sci debtor impacting legal rights and claims of BlockFi as mining equipment lender.	0.90
02/20/23	Matt Ferris	Review and analysis of further revised draft of proposed final DIP order (.6); consideration and development of strategy with respect to [REDACTED] (.5); begin working on limited objection to final DIP order (.8); review and analysis of legal arguments and authorities [REDACTED] (1.0); review and comment on equipment lender mark up of draft of final DIP order (.4); correspond with counsel for the Debtors and certain equipment lenders regarding same (.6); correspond with BlockFi, BRG and Core teams regarding proposed treatment of claims against Core (.5).	4.40
02/20/23	Richard Kanowitz	Review and analyze revised DIP order proposed by Core Sci and equipment lenders comments and modifications for replacement DIP.	0.40
02/20/23	Jarom J Yates	Research issues relating to [REDACTED] (4.1); begin preparing limited objection to Core replacement DIP (.7).	4.80
02/21/23	Matt Ferris	Review further revised draft of proposed final DIP order and consideration of unresolved objections to same (.5); conference call and multiple emails with counsel for the Debtors and certain equipment lenders regarding DIP objections (.6); work on drafting limited objection to final DIP order (2.4); further review and analysis of legal arguments and authorities [REDACTED] (.9); numerous calls and emails with BlockFi team and counsel for the Debtors, ad hoc noteholder group, and certain equipment lenders regarding open DIP objections (1.5); review, revise and finalize limited objection to final DIP order (.8).	5.70

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/21/23	Richard Kanowitz	Review and respond to emails from Core Sci debtor and mining equipment lenders concerning edits and modifications of final DIP order for Core Sci debtor impacting legal rights and claims of BlockFi as mining equipment lender.	1.20
02/21/23	Kimberly Morzak	Finalize and file limited objection to DIP financing motion.	0.30
02/21/23	J. Frasher Murphy	Review and draft comments to limited objection to Final DIP Order (.6); analysis of issues regarding [REDACTED] (.4); numerous emails with counsel for the Debtors, lenders, and equipment lenders regarding same (.2).	1.20
02/21/23	Jarom J Yates	Research legal issues relating to [REDACTED] (.8); finish draft of limited objection to Core replacement DIP (1.6); review and revise draft based on Mr. Ferris' comments (.6); further review of proposed DIP order in connection with DIP objection (1.4); communicate with Ms. Morzak regarding filing issues (.2); final review of limited objection (.2).	4.80
02/22/23	Matt Ferris	Review and analysis of Debtors' proposed DIP order language to resolve limited objection (.2); multiple calls and emails with BlockFi team and counsel for the Debtors and certain equipment lenders regarding same (.7); review Gaylor DIP objection (.2); work on responsive mark up of proposed DIP order language to resolve limited objection (.3).	1.40
02/22/23	Richard Kanowitz	Review and respond to emails from counsel to Core Sci debtor and counsel to equipment lenders concerning mining equipment lender group comments and edits to proposed final DIP order in Core Sci bankruptcy case.	0.60
02/22/23	J. Frasher Murphy	Review and analyze further revised draft of Final DIP Order (.3); communications with counsel for Debtors and Equipment Lenders regarding same (.3).	0.60
02/23/23	Matt Ferris	Exchange multiple iterations of proposed DIP order language with Debtors' counsel in attempt to resolve limited DIP objection (.7); correspond with BlockFi team regarding same, DIP objection matters, and continuance of final DIP hearing (1.0); review and consideration of response from Core Sci regarding proposed treatment of claims and multiple calls and emails with BlockFi and BRG teams regarding same (.6).	2.30
02/23/23	Richard Kanowitz	Review and respond to emails concerning settlement proposal by Core Sci for BlockFi secured lender claims on mining equipment.	0.30
02/23/23	Richard Kanowitz	Review and respond to emails from Core Sci concerning proposed modifications to DIP order to resolve BlockFi limited objection.	0.20
02/23/23	J. Frasher Murphy	Analysis of issues regarding [REDACTED] (.4); review and analyze proposed language from Debtors to resolve objection (.3).	0.70

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/24/23	Matt Ferris	Work on proposed language for inclusion in DIP order to resolve limited DIP objection (.4); correspond with BlockFi team and Debtors' counsel regarding same (.4); review and analysis of pleadings filed by the Debtors, UCC, and ad hoc noteholder group regarding motion to appoint an official equity committee (1.2); correspond with BlockFi and BRG teams regarding case status and next steps (.4).	2.40
02/24/23	Richard Kanowitz	Review and respond to emails from Core Sci on language proposal to resolve BlockFi objection to DIP.	0.60
02/24/23	Kenneth J. Rusinko	Review notices regarding hearings on DIP Motion and Motion to Appoint Equity Committee and advise team.	0.20
02/25/23	Matt Ferris	Correspond with BlockFi and BRG teams regarding case status and next steps.	0.30
02/26/23	Matt Ferris	Correspond with BlockFi and BRG teams regarding response to Core Sci claim settlement proposal and related matters (.5); prepare and transmit same to Core Sci advisor team (.3); attention to matters regarding status and open issues for final DIP hearing (.3); review notice of proposed form of final DIP order (.6).	1.70
02/26/23	Richard Kanowitz	Review and respond to emails from BRG and BlockFi team concerning settlement proposal for BlockFi claims and liens on mining assets.	0.20
02/27/23	Matt Ferris	Correspond with BlockFi and BRG teams regarding case status and next steps (.3); review and analysis of revised proposed final DIP order and correspond with BlockFi and BRG teams regarding same (.6); correspond with Debtors' counsel and counsel for certain equipment lenders regarding status and next steps for final DIP hearing (.3); multiple calls and emails with BlockFi and BRG teams and Debtors' advisors regarding settlement proposal (.7); review additional filed pleadings regarding motion to appoint equity committee (.5).	2.40
02/27/23	Richard Kanowitz	Review and respond to emails from BRG, BlockFi team and PJT concerning settlement proposal for BlockFi claims and liens on mining assets.	0.40
02/27/23	Jarom J Yates	Prepare notice of withdrawal of limited objection to Core replacement DIP.	0.40
02/28/23	Matt Ferris	Review and analysis of ad hoc equity group's limited objection to replacement DIP facility (.3); multiple calls and emails with BlockFi, BRG and Core Sci Teams regarding potential settlement of claims against Core Sci and next steps with respect to same (1.6); prepare for and participate in conference call with UCC advisors regarding same (.5); review and consideration of matters regarding 3/1 hearing, review agenda for same, and correspond with working group regarding same (.7); review and analysis of reply of ad hoc equity group's reply in support of motion to appoint an official equity committee (.3).	3.40

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March 22, 2023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
02/28/23	Richard Kanowitz	Review and analyze pleadings filed in Core Sci bankruptcy case by Ad Hoc Equity Committee and Ad Hoc Noteholder Group concerning objections to appointment of an equity committee.	1.20
02/28/23	Richard Kanowitz	Review and respond to emails concerning resolution of BlockFi's objection to final order on replacement DIP and withdrawal of court pleading.	0.20
02/28/23	Richard Kanowitz	Conference call with UCC counsel and M3 concerning Core Sci settlement proposal to resolve secured and unsecured claims held by BlockFi on mining equipment loan.	0.80
02/28/23	Kimberly Morzak	Attend to electronic filing of notice of withdrawal of limited objection to DIP financing order.	0.20
02/28/23	J. Frasher Murphy	Preparations in connection with Core Sci DIP hearing, including review of pleadings and documents for same.	1.10

Chargeable Hours 74.50

Total Fees	\$78,590.00
Adjustment (10% Discount)	\$ (7,859.00)
Total Adjusted Fees	\$70,731.00

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
J. Frasher Murphy	5.80	\$1,100.00	\$6,380.00
Matt Ferris	44.80	\$1,000.00	\$44,800.00
Matthew Frankle	0.80	\$1,150.00	\$920.00
Richard Kanowitz	11.50	\$1,400.00	\$16,100.00
Jordan Chavez	0.20	\$775.00	\$155.00
Jarom J Yates	10.00	\$950.00	\$9,500.00
Kenneth J. Rusinko	0.90	\$525.00	\$472.50
Kimberly Morzak	0.50	\$525.00	\$262.50
Total Professional Summary			\$78,590.00

Total Fees, Expenses and Charges	\$70,731.00
Total Amount Due	USD \$70,731.00

HAYNES BOONE

Invoice Number: 21580724
Invoice Date: March 22, 2023
Matter Name: Expenses
Client/Matter Number: 0063320.00033
Billing Attorney: Alexander Grishman

BlockFi, Inc.
Flori Marquez
115 Broadway
11th Floor
New York, NY 10006

REMITTANCE PAGE

For Professional Services Through February 28, 2023

Total Fees	\$0.00
Total Expenses	\$12,572.47
Total Fees, Expenses and Charges	\$12,572.47
Total Invoice Balance Due	USD \$12,572.47

Haynes and Boone, LLP Tax Identification No: 75-1312888

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **111-000-025** Operating Account No.: **018-08-3729-4**

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: **0260-0959-3** Operating Account No.: **018-08-3729-4**
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
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NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number **21580724** • Client Number **0063320.00033** • Attorney **Alexander Grishman**

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For Professional Services Through February 28, 2023

Expenses

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Amount</u>
02/01/23	WST	Westlaw - MULTI-SEARCH TRANSACTIONAL SEARCHES	\$275.03
02/02/23	LEX	US CASES - DOC ACCESS	\$511.68
02/02/23	WST	Westlaw - MULTI-SEARCH TRANSACTIONAL SEARCHES	\$550.05
02/02/23	PSC	Pacer Service Center	\$0.60
02/03/23	FedEx	Federal Express Corporation - To: INFORMATION NOT SUPPLIED Attn: Michelle Elias Airbill#: 394039544450 Sender: David Staab	\$28.31
02/03/23	PSC	Pacer Service Center	\$10.80
02/03/23	LEX	US CASES - DOC ACCESS	\$102.34
02/03/23	WST	Westlaw - MULTI-SEARCH TRANSACTIONAL SEARCHES	\$4,400.41
02/04/23	WST	Westlaw - MULTI-SEARCH TRANSACTIONAL SEARCHES	\$1,123.59
02/04/23	WST	Westlaw - MULTI-SEARCH DOCUMENT DISPLAYS	\$655.42
02/04/23	LEX	US CASES - DOC ACCESS	\$51.17
02/08/23	PSC	Pacer Service Center	\$0.60
02/09/23	OTH	CT Corporation System - Other Expense	\$181.79
02/10/23	WST	Westlaw - MULTI-SEARCH TRANSACTIONAL SEARCHES	\$275.03
02/13/23	WST	Westlaw - MULTI-SEARCH DOCUMENT DISPLAYS	\$392.29
02/14/23	OTH	CT Lien Solutions - Other Expense	\$87.11
02/17/23	WST	Westlaw - MULTI-SEARCH DOCUMENT DISPLAYS	\$729.13
02/17/23	WST	Westlaw - MULTI-SEARCH TRANSACTIONAL SEARCHES	\$3,025.28
02/20/23	FEE	NameCheap, Inc. - Filing Fee Expense	\$14.76
02/21/23	LEX	US CASES - DOC ACCESS	\$25.58
02/22/23	TTH	J&J Court Transcribers, Inc. - Transcripts and Tapes of Hearing	\$121.00

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<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Amount</u>
02/28/23	FEE	Michelle Wenckens - Filing Fee Expense Filing Fees - Michelle Wenckens - Filing of First Quarterly Report of Respondent BlockFi Parties Regarding the Status of the Bankruptcy Action	\$10.50

Total Expenses			\$12,572.47
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Expenses Summary

<u>Description</u>	<u>Amount</u>
Pacer Service Center	\$12.00
Other Expense	\$268.90
Federal Express	\$28.31
Filing Fee Expense	\$25.26
Lexis	\$690.77
WestLaw	\$11,426.23
Transcripts and Tapes of Hearing	\$121.00
Total Expenses	\$12,572.47

Total Fees, Expenses and Charges	\$12,572.47
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Total Amount Due	USD \$12,572.47
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